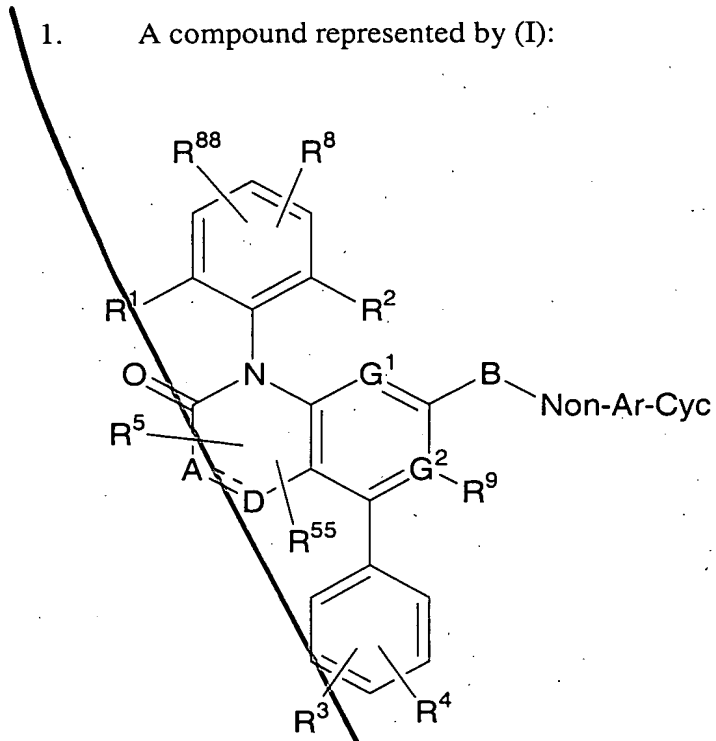
WHAT IS CLAIMED IS:

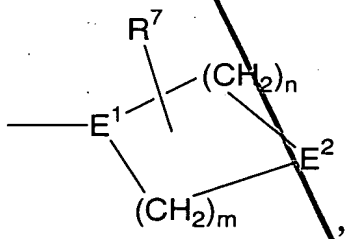
1. A compound represented by (I):



(I)

or a pharmaceutically acceptable salt thereof, wherein

Non-Ar-Cyc is



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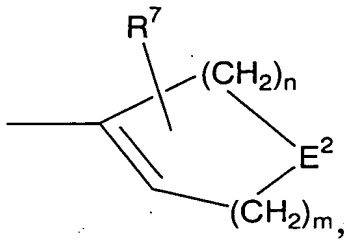

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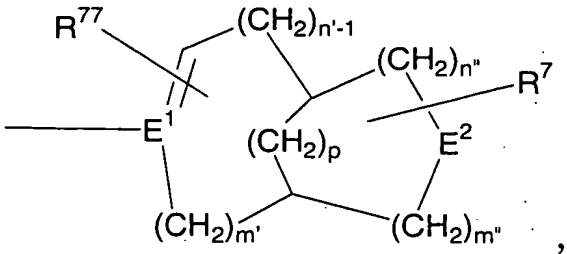
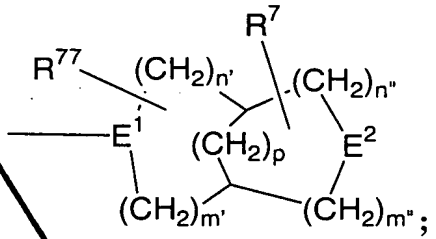


, or



;

A is N, O, NH, CH_2, or CH;

B is $-C_{1-6}$alkyl–, $-C_{0-3}$alkyl–O–C_{0-3}alkyl–, $-C_{0-3}$alkyl–NH–C_{0-3}alkyl–, $-C_{0-3}$alkyl–NH–C_{3-7}cycloalkyl–, $-C_{0-3}$alkyl–N(C_{0-3}alkyl)–C(O)–C_{0-3}alkyl–, $-C_{0-3}$alkyl–NH–SO_2–C_{0-3}alkyl–, $-C_{0-3}$alkyl–, $-C_{0-3}$alkyl–S–C_{0-3}alkyl–, $-C_{0-3}$alkyl–SO_2–C_{0-3}alkyl–, $-C_{0-3}$alkyl–PH–C_{0-3}alkyl–, $-C_{0-3}$alkyl–C(O)–C_{0-3}alkyl, or a direct bond;

D is CH, CH_2, N, or NH; optionally A and D are bridged by $-C_{1-4}$alkyl- to form a fused bicyclo ring with A and D at the bicyclo cusps;

E^1 is CH, N, or CR^6; or B and E^1 form –CH=C<;

E^2 is CH_2, CHR, C(OH)R NH, NR, O, S, –S(O)–, or $–S(O)_2$–;

G^1 is N, CH, or C(C_{1-3}alkyl);

G^2 is N, CH, or C(C_{1-3}alkyl);

R, R^7 and R^{77} each independently is hydrogen, C_{1-6}alkyl– group, C_{2-6}alkenyl– group, C_{4-6}cycloalkyl-C_{0-6}alkyl– group, N(C_{0-4}alkyl)(C_{0-4}alkyl)–C_{1-4}alkyl–N(C_{0-4}alkyl)– group, –N(C_{0-4}alkyl)(C_{0-4}alkyl) group, C_{1-3}alkyl–CO–C_{0-4}alkyl– group, C_{0-6}alkyl–O–C(O)–C_{0-4}alkyl– group, C_{0-6}alkyl–C(O)–O–C_{0-4}alkyl– group, N(C_{0-4}alkyl)(C_{0-4}alkyl)–(C_{0-4}alkyl)C(O)(C_{0-4}alkyl)– group, phenyl–C_{0-4}alkyl– group, pyridyl–C_{0-4}alkyl– group, pyrimidinyl–C_{0-4}alkyl– group, pyrazinyl–C_{0-4}alkyl– group, thiophenyl–C_{0-4}alkyl– group, pyrazolyl–C_{0-4}alkyl– group, imidazolyl–C_{0-4}alkyl– group, triazolyl–C_{0-4}alkyl– group, azetidinyl–C_{0-4}alkyl– group, pyrrolidinyl–C_{0-4}alkyl– group, isoquinolinyl–C_{0-4}alkyl– group, indanyl–C_{0-4}alkyl– group, benzothiazolyl–C_{0-4}alkyl– group, any of the groups optionally substituted

B1 cont

with 1-6 substituents, each substituent independently being –OH, –N(C_{0-4}alkyl)(C_{0-4}alkyl), C_{1-4}alkyl, C_{1-6}alkoxyl, C_{1-6}alkyl–CO–C_{0-4}alkyl–, pyrrolidinyl–C_{0-4}alkyl–, or halogen;

or R^7 together with a bond from an absent ring hydrogen is =O;

n' + n" = n;

m' + m" = m;

n is 1, 2, 3, or 4;

m is 0, 1, 2, 3, or 4;

n+m is 2, 3, 4, 5, or 6;

p is 0, 1, 2, or 3;

R^1, R^2, R^3, R^4, and R^6 are each independently halogen, C_{0-4}alkyl, –C(O)-O(C_{0-4}alkyl), or –C(O)-N(C_{0-4}alkyl)(C_{0-4}alkyl);

R^5 and R^{55} independently is H, CH_3, CH_2CH_3, or absent;

R^{88} and R^8 each is independently –CN, –C_{0-4}alkyl, –C(O)-N(C_{0-4}alkyl)(C_{0-4}alkyl), –C(O)-O-C_{0-4}alkyl or 1,3-dioxolan-2-yl–C_{0-4}alkyl–;

R^9 is –C_{0-4}alkyl, or absent; and

any alkyl optionally substituted with 1-6 independent halogen or -OH.

2. The compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein

A is NH;

D is CH_2.

3. The compound according to claim 2, or a pharmaceutically acceptable salt thereof, wherein

B is a direct bond.

4. The compound according to claim 2, or a pharmaceutically acceptable salt thereof, wherein

B is C_{0-3}alkyl-O-C_{0-3}alkyl.

5. The compound according to claim 2, or a pharmaceutically acceptable salt thereof, wherein

B is C_{0-3}alkyl-C(O)-C_{0-3}alkyl.

6. The compound according to claim 2, or a pharmaceutically acceptable salt thereof, wherein

B is C_{1-6}alkyl.

B1 cont

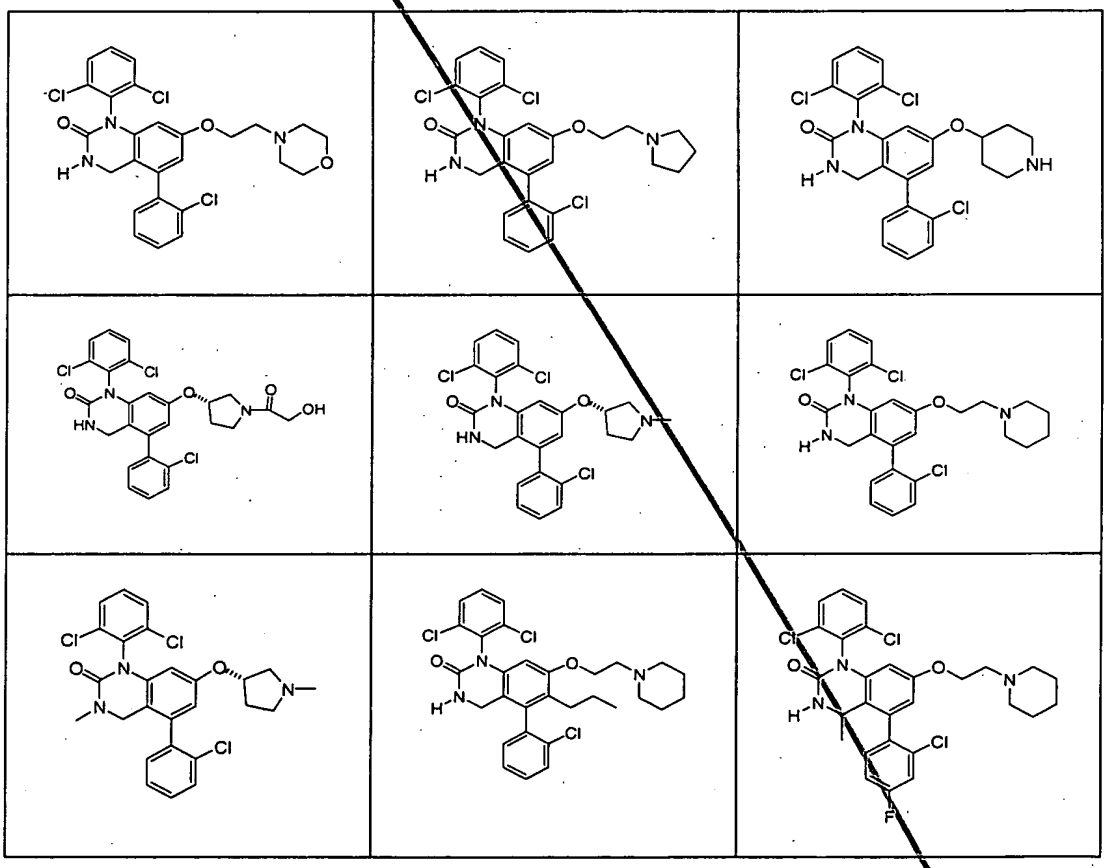
7. The compound according to claim 2, or a pharmaceutically acceptable salt thereof, wherein

B is C_{0-3}alkyl-NH-C_{0-3}alkyl.

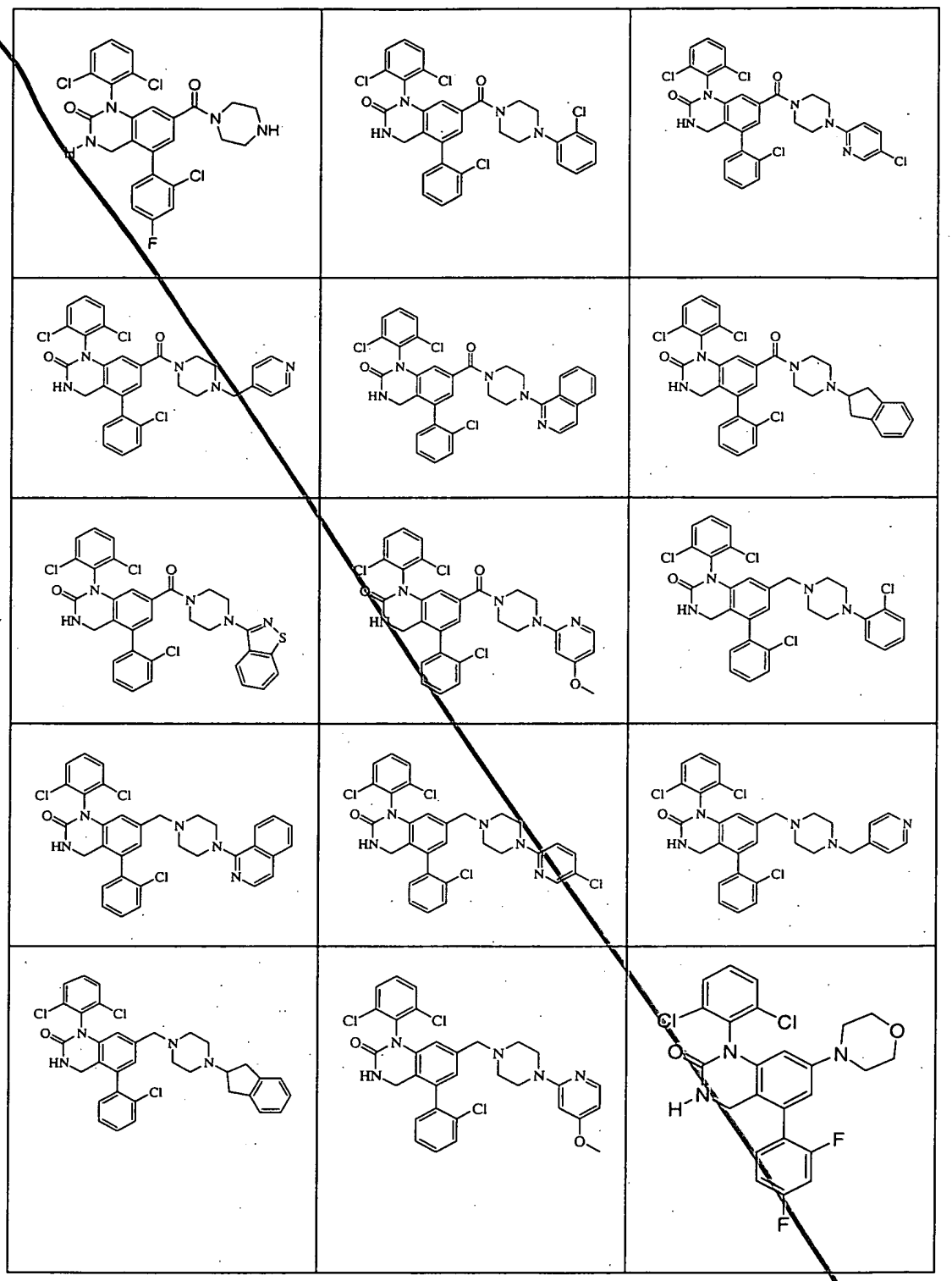
8. The compound according to claim 2, or a pharmaceutically acceptable salt thereof, wherein

G^2 is N.

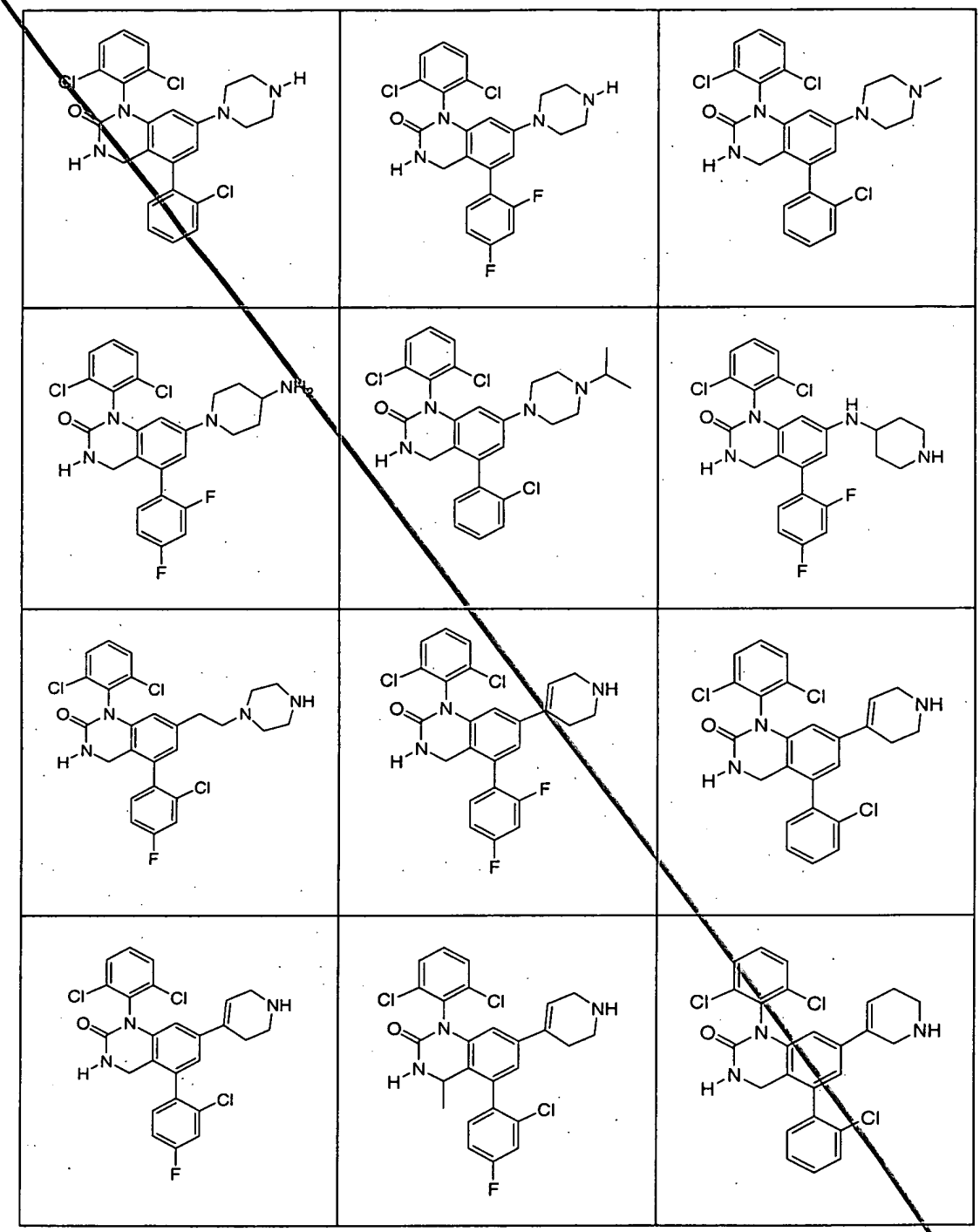
9. The compound according to claim 2, represented by



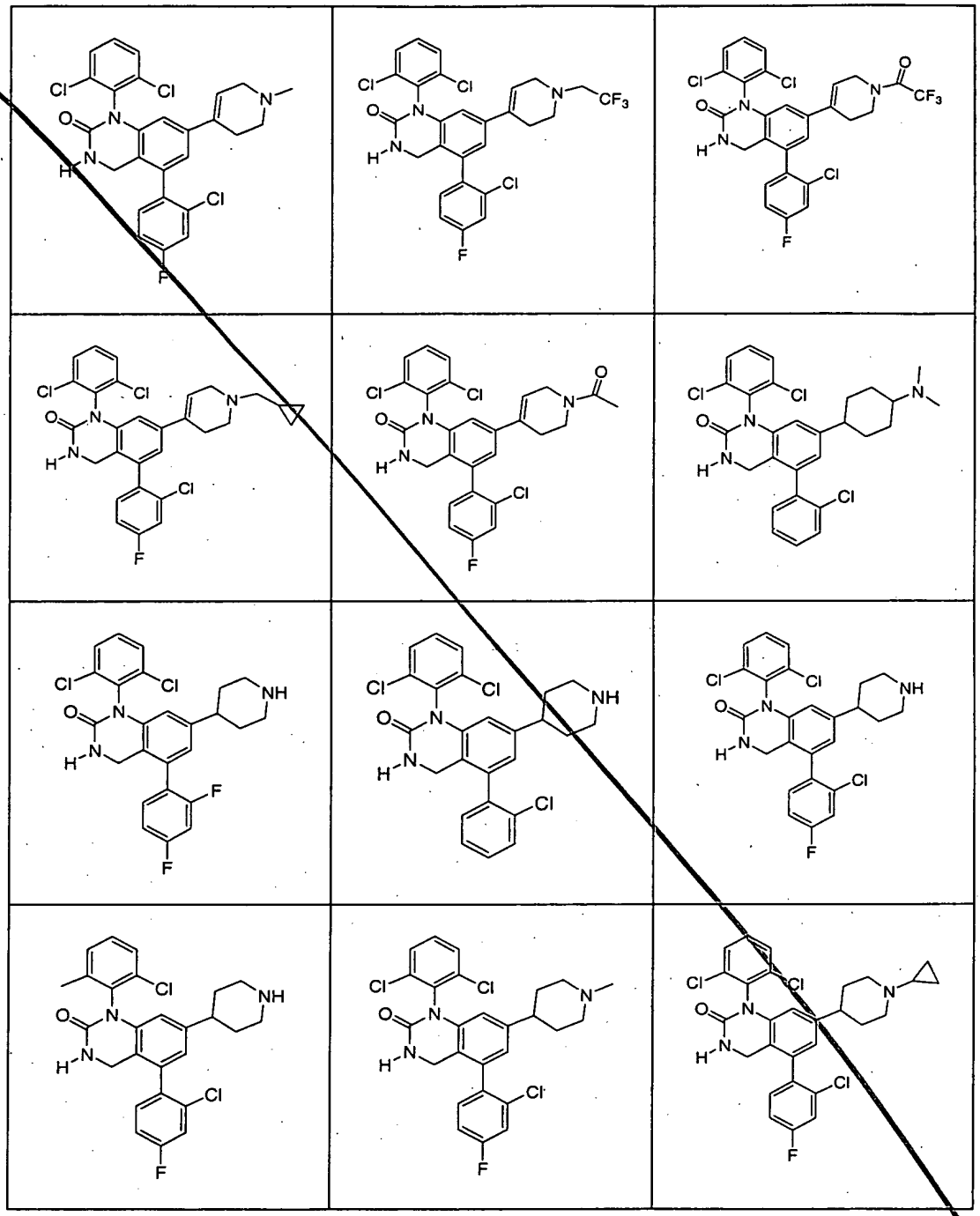
B1 cont



21 cont



B' Cont



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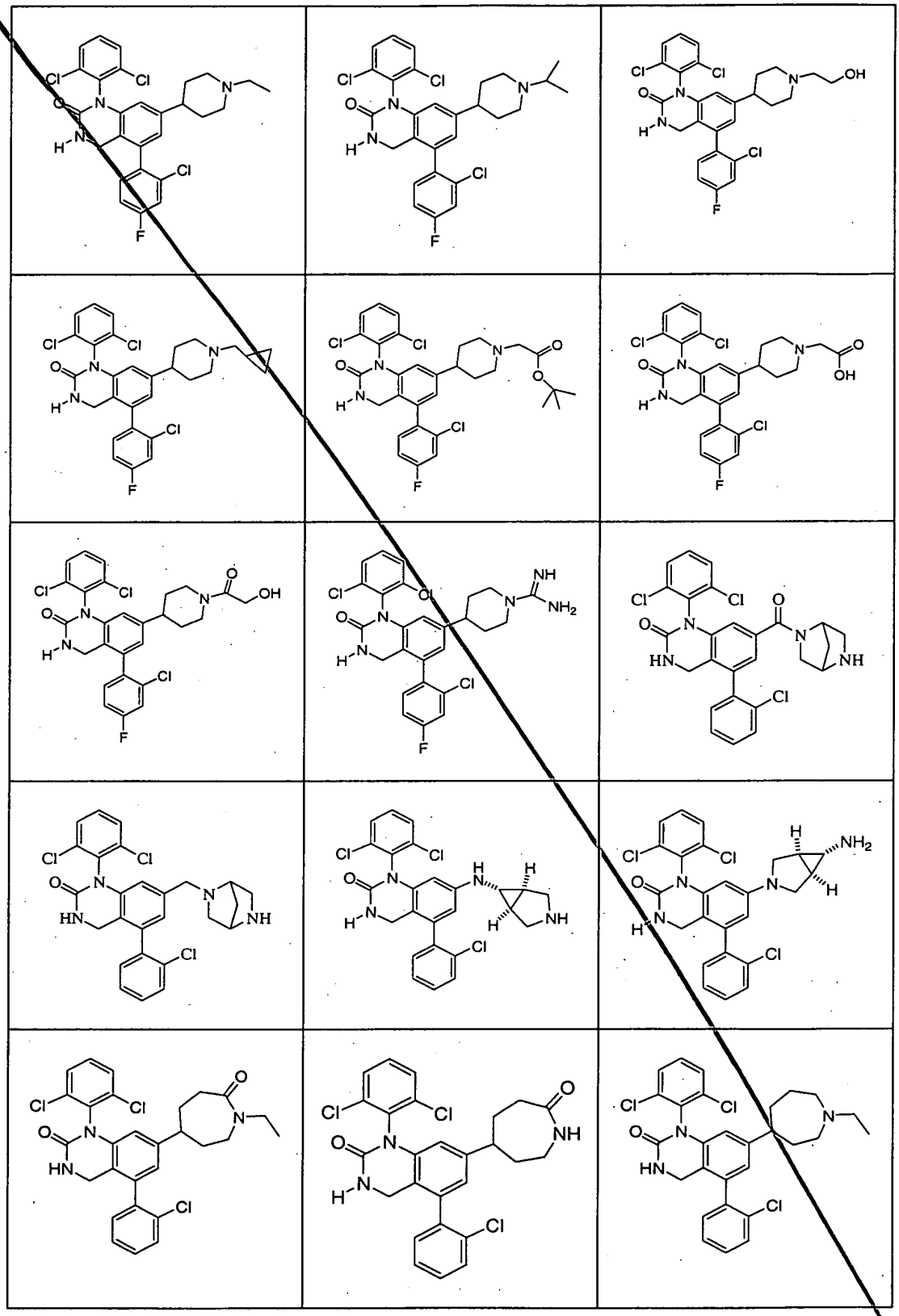

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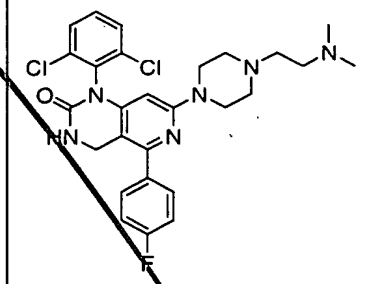
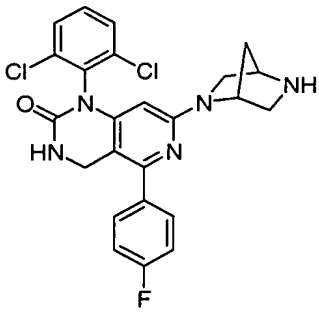
		

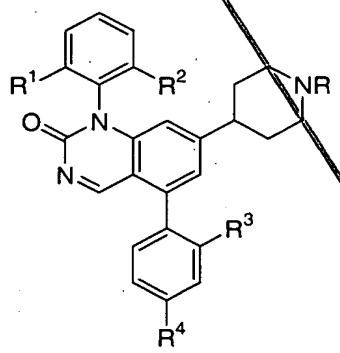
or a pharmaceutically acceptable salt thereof.

10. The compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein

A is N;

D is CH.

11. The compound according to claim 10 described by the chemical formula (IIIA):



(IIIA)

or a pharmaceutically acceptable salt thereof.

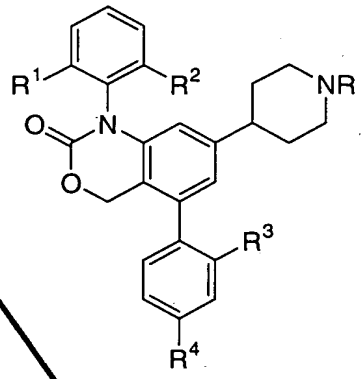
12. The compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein

A is O;

D is CH_2.

B1 Cont

13. The compound according to claim 12 described by the chemical formula (IVA):



(IVA)

or a pharmaceutically acceptable salt thereof.

14. The compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein

A is CH_2;

D is CH_2.

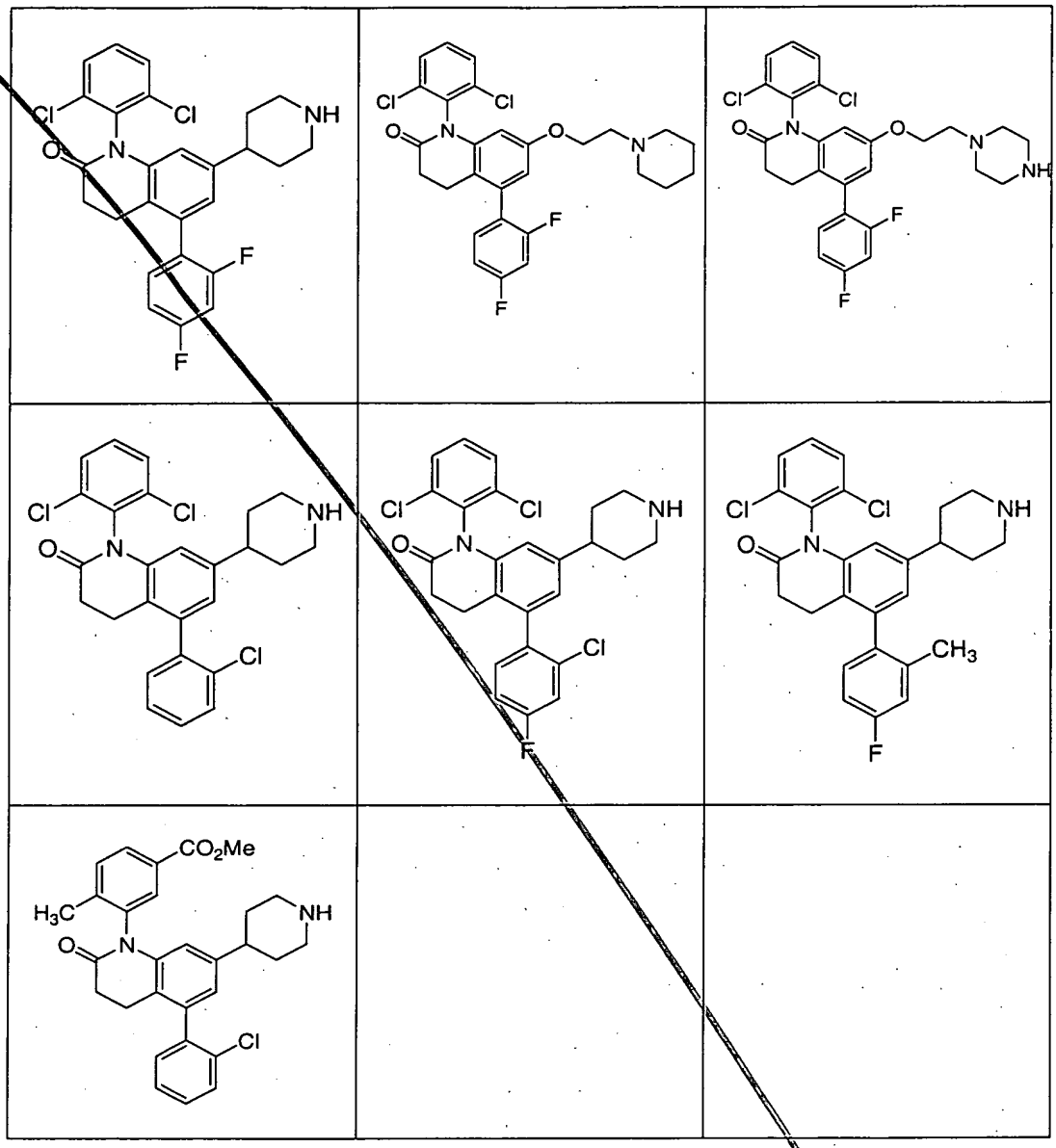
15. The compound according to claim 14, or a pharmaceutically acceptable salt thereof, wherein

B is a direct bond.

16. The compound according to claim 14, or a pharmaceutically acceptable salt thereof, wherein

B is C_{0-3}alkyl-O-C_{0-3}alkyl.

17. The compound according to claim 14 represented by



or a pharmaceutically acceptable salt thereof.

18. The compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein

A is CH;

D is CH.

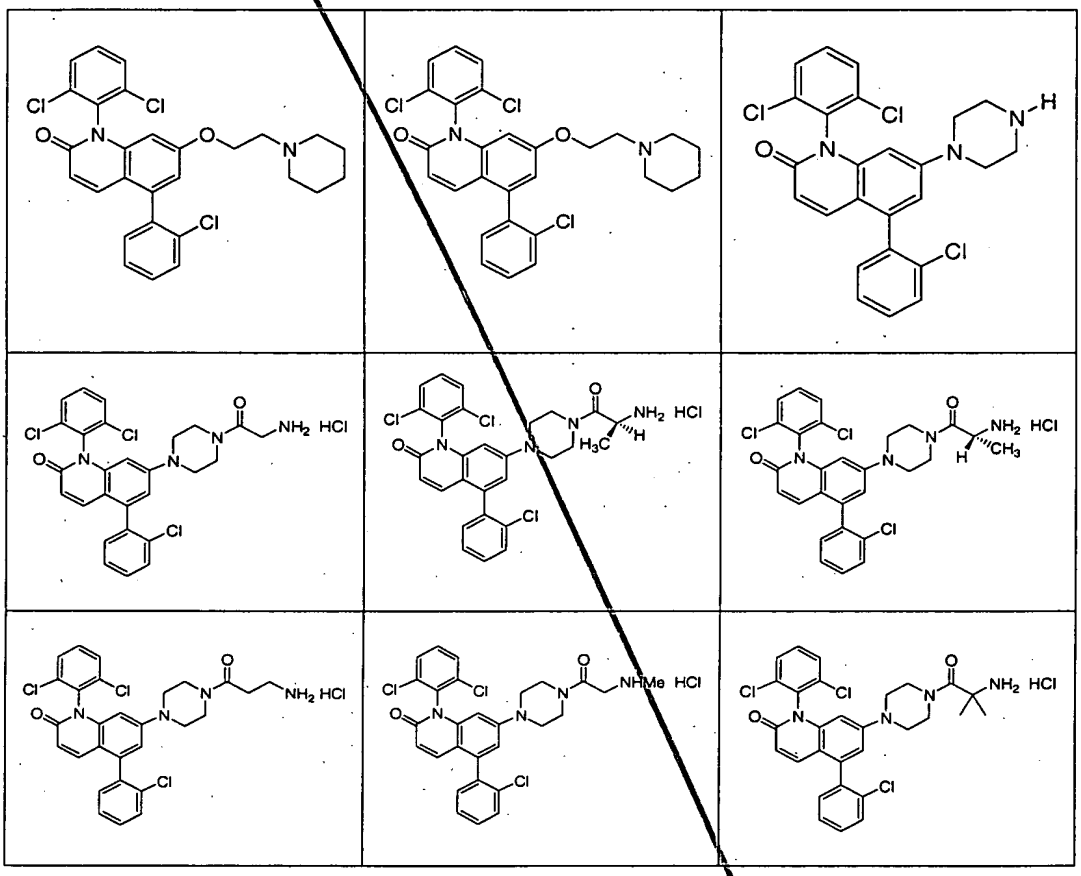
19. The compound according to claim 18, or a pharmaceutically acceptable salt thereof, wherein

B is a direct bond.

20. The compound according to claim 18, or a pharmaceutically acceptable salt thereof, wherein

B is C_{0-3}alkyl-O-C_{0-3}alkyl.

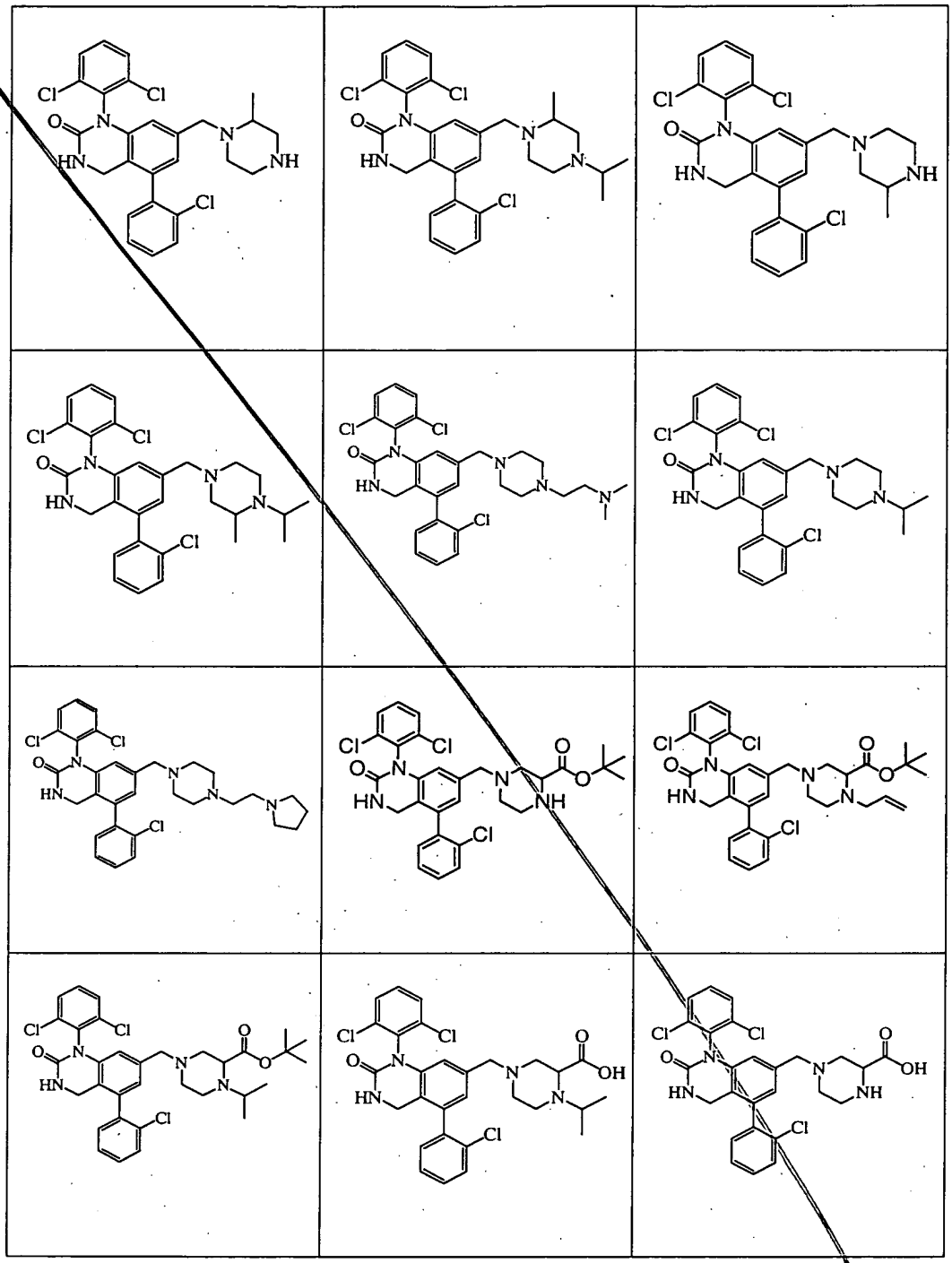
21. The compound according to claim 18 comprising



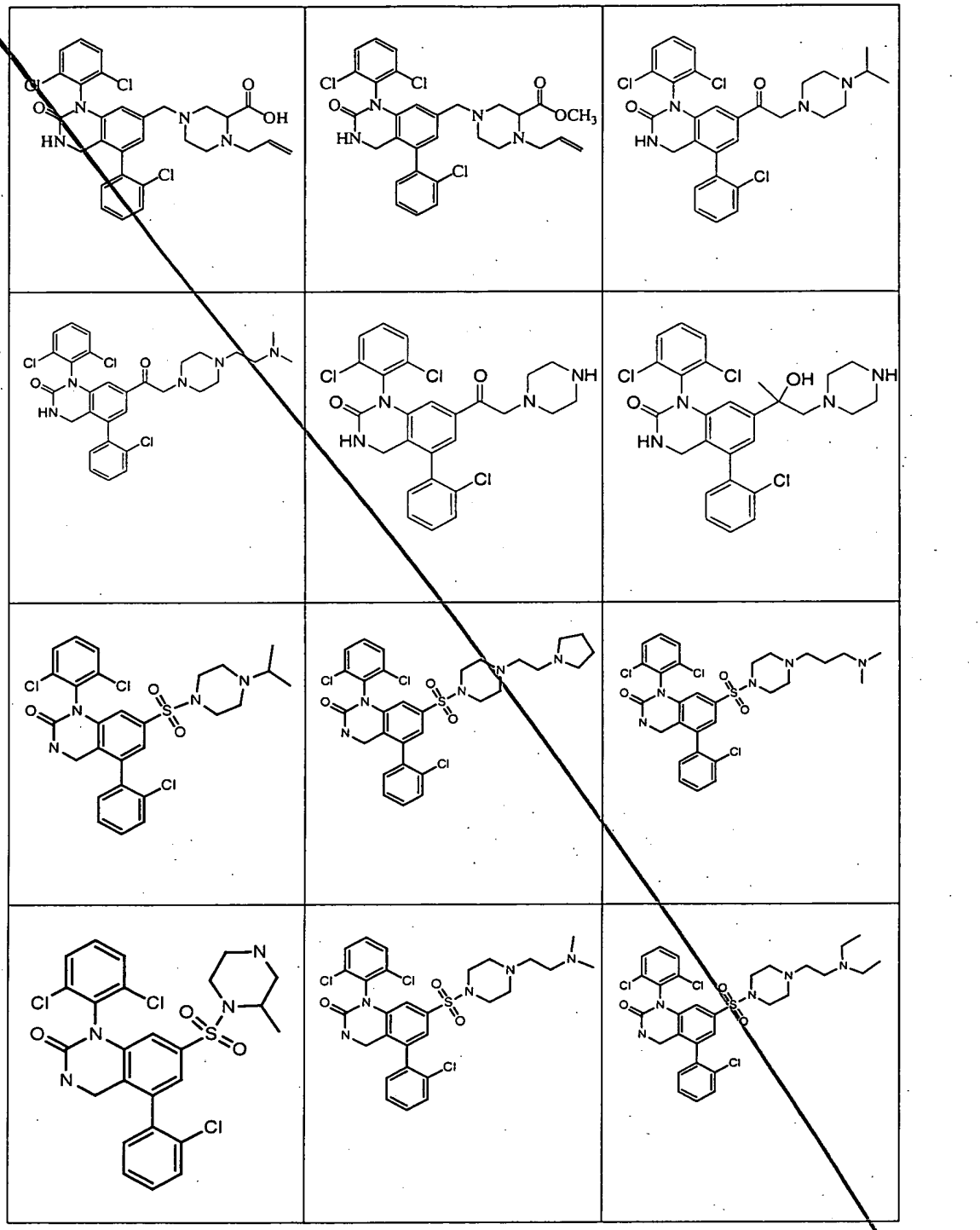
or a pharmaceutically acceptable salt thereof.

22. The compound according to claim 2 represented by

B1 Cont



B1 Cont



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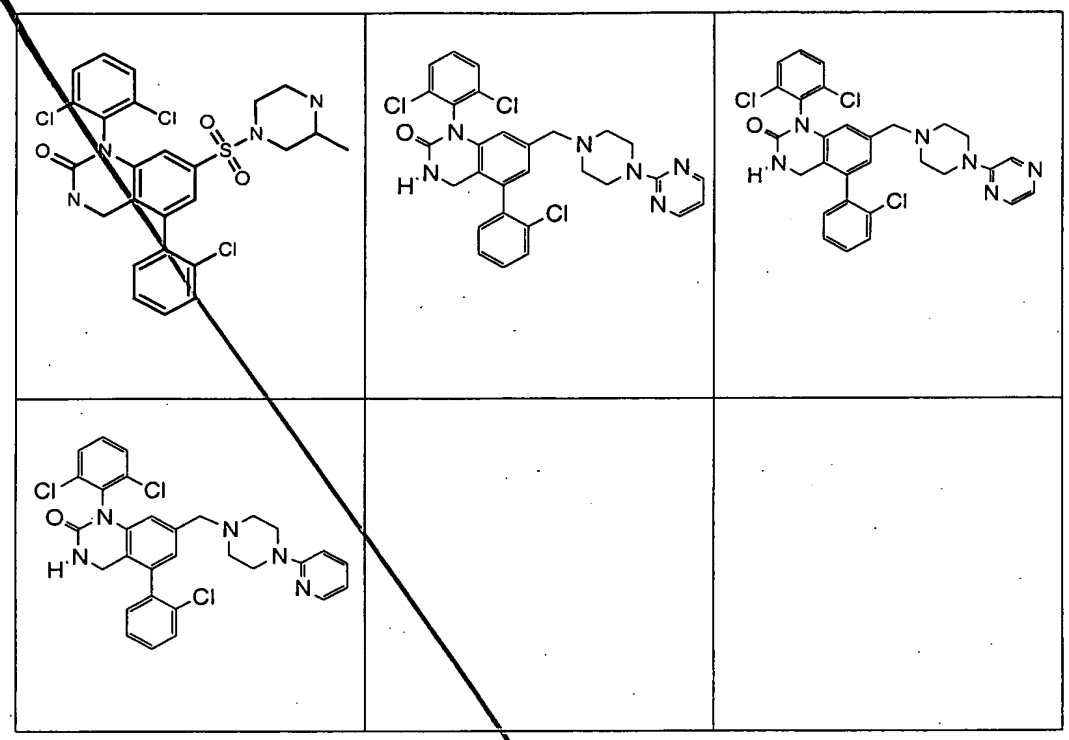
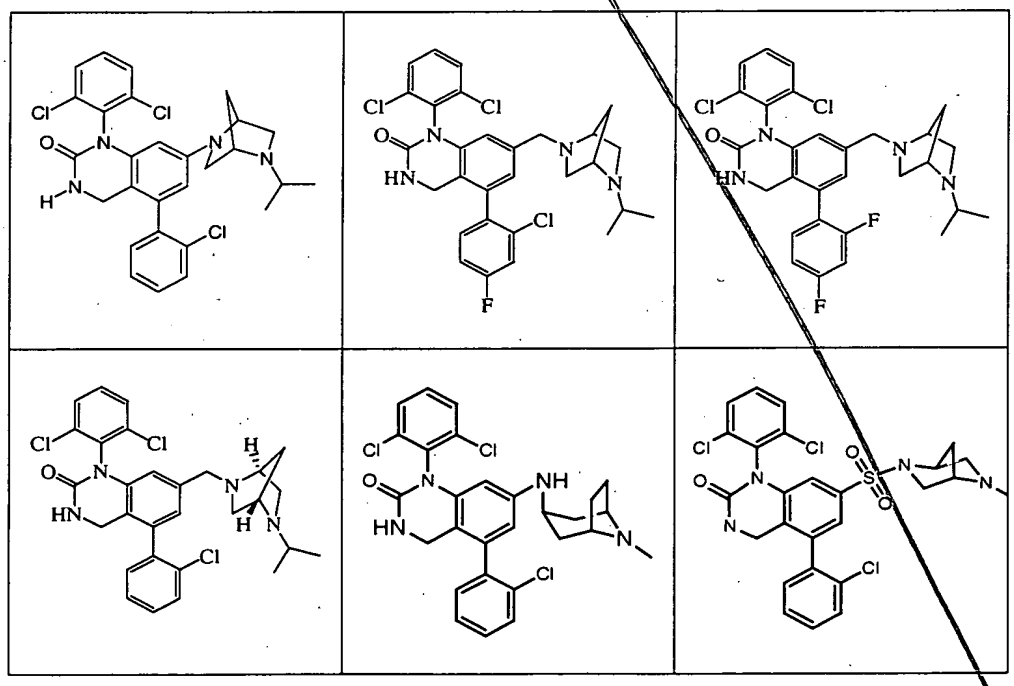


or a pharmaceutically acceptable salt thereof.

23. The compound according to claim 2 represented by



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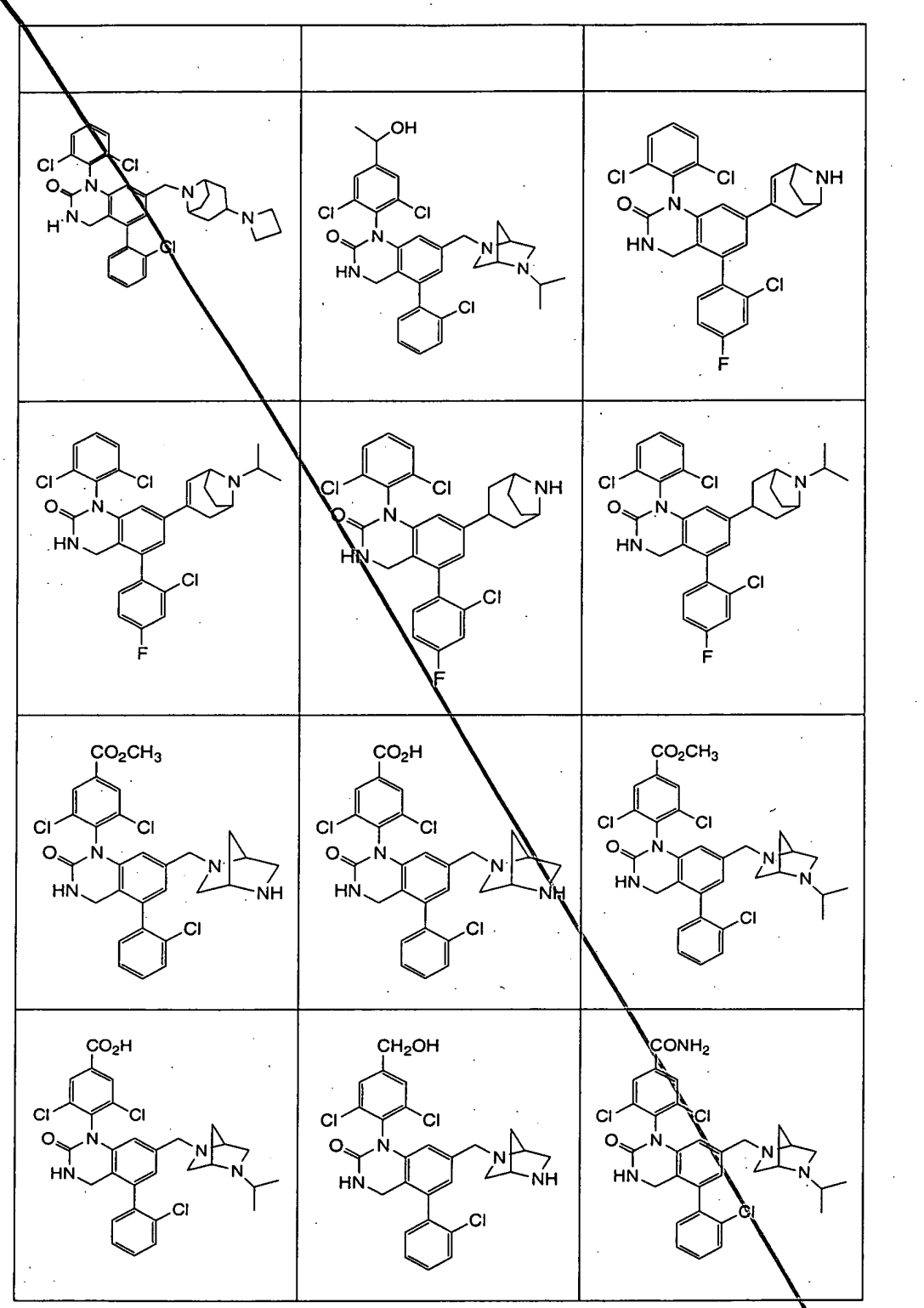

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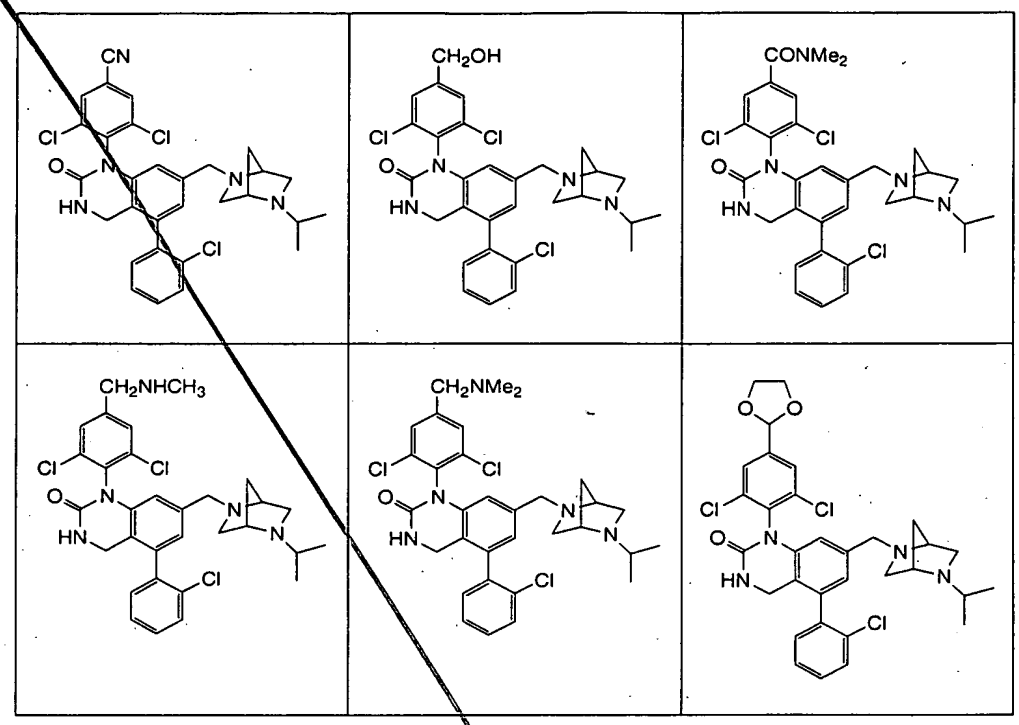
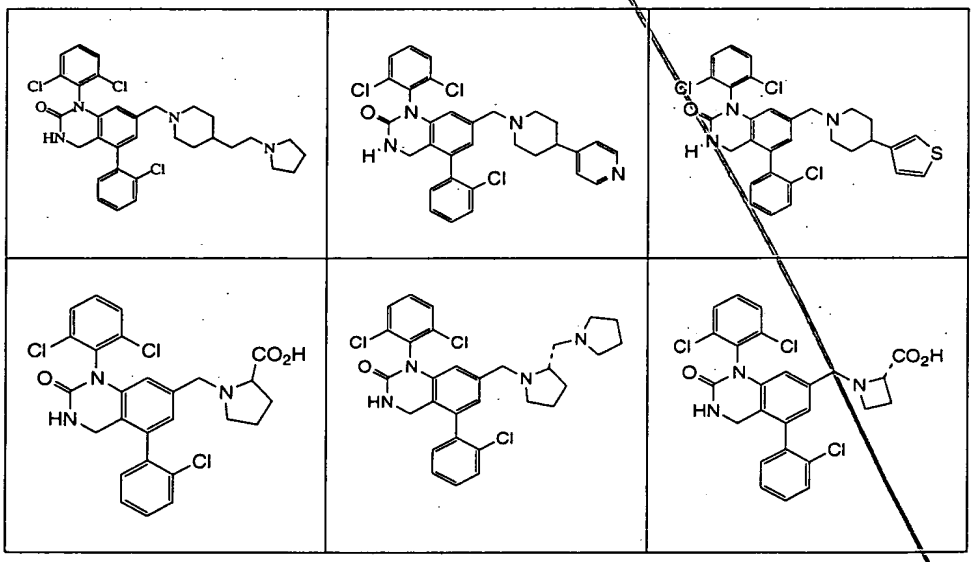
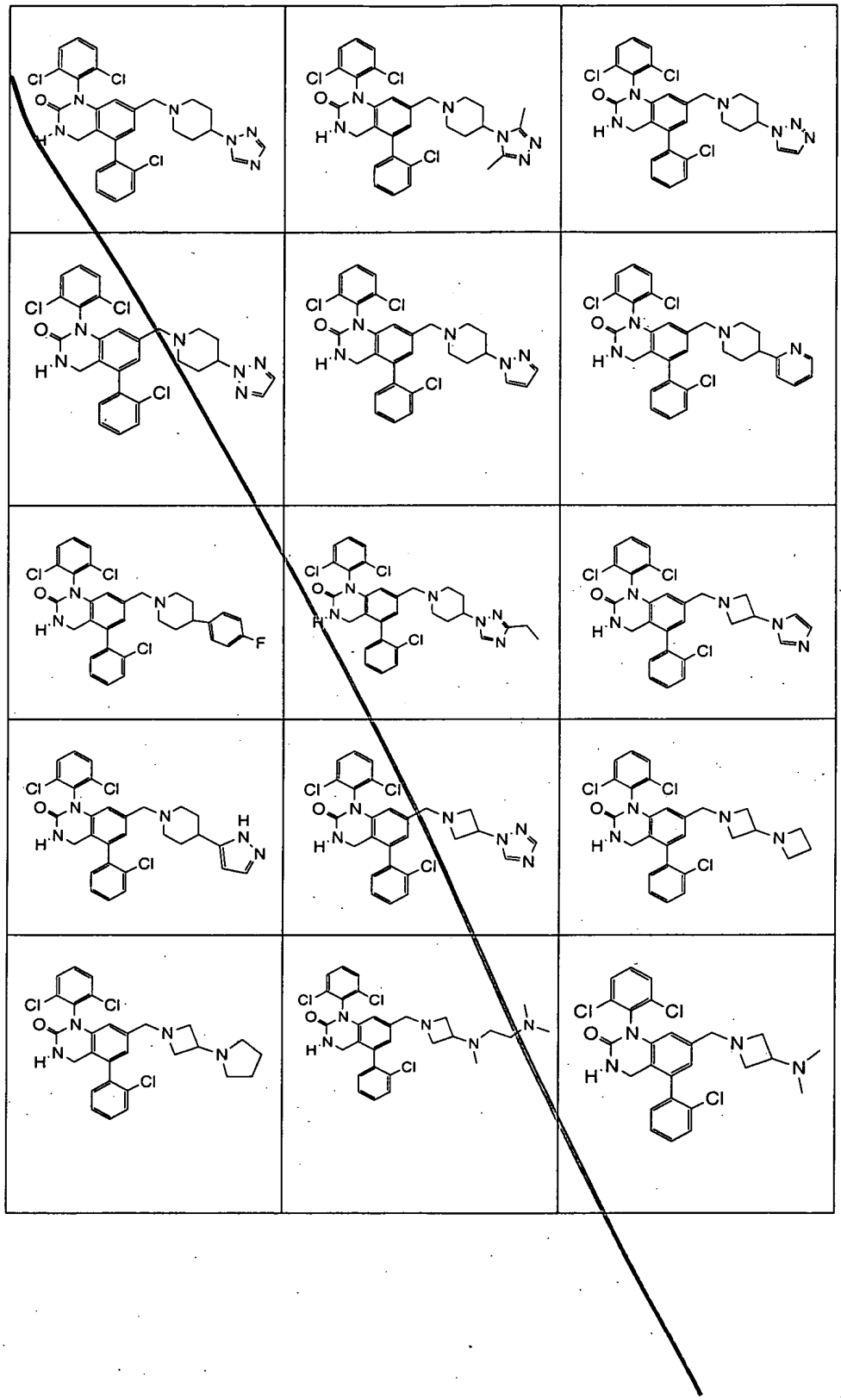


or a pharmaceutically acceptable salt thereof.

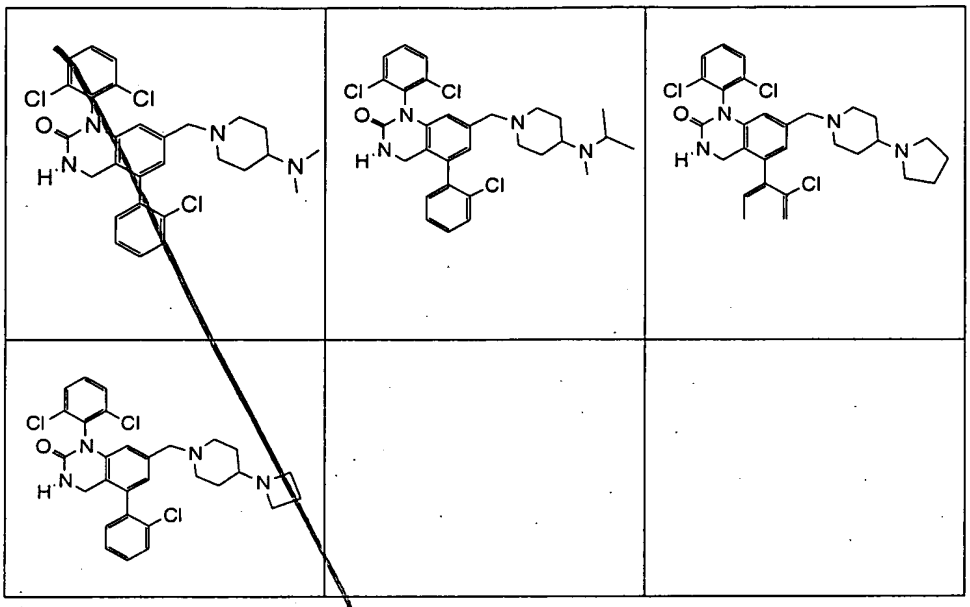
24. The compound according to Claim 2 represented by



B'
Cont

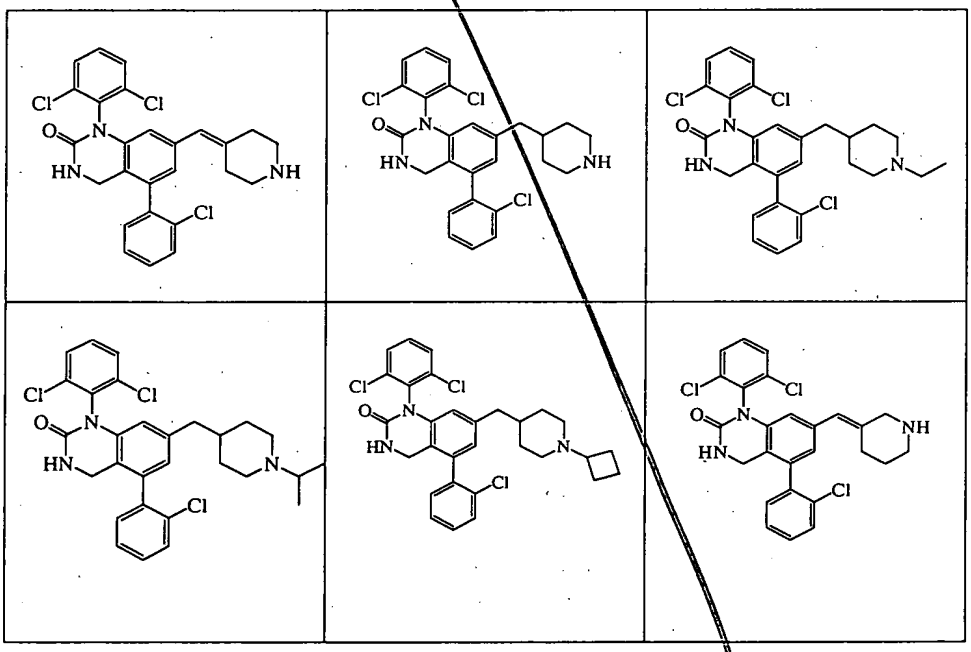


B1 Cont

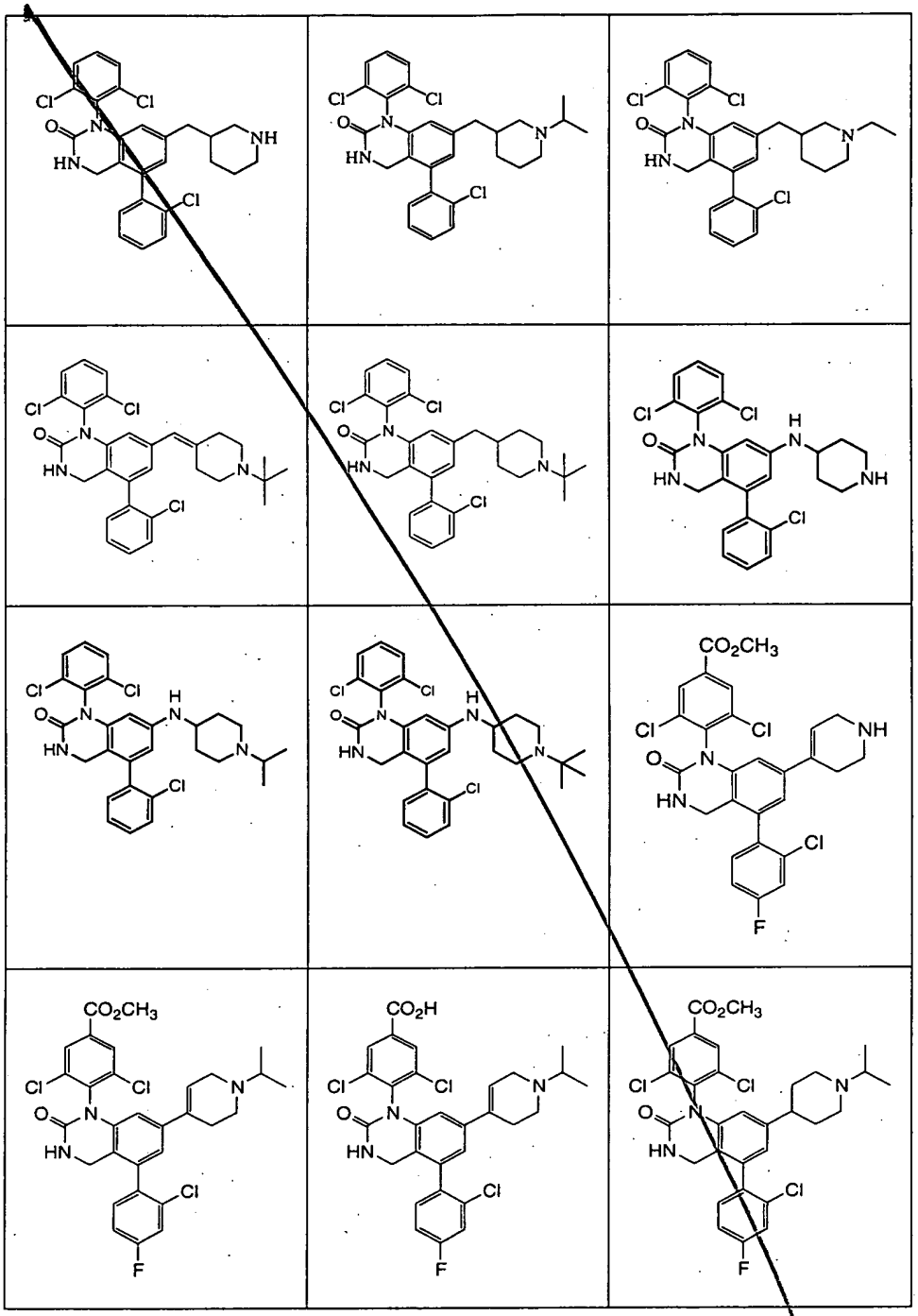


or a pharmaceutically acceptable salt thereof.

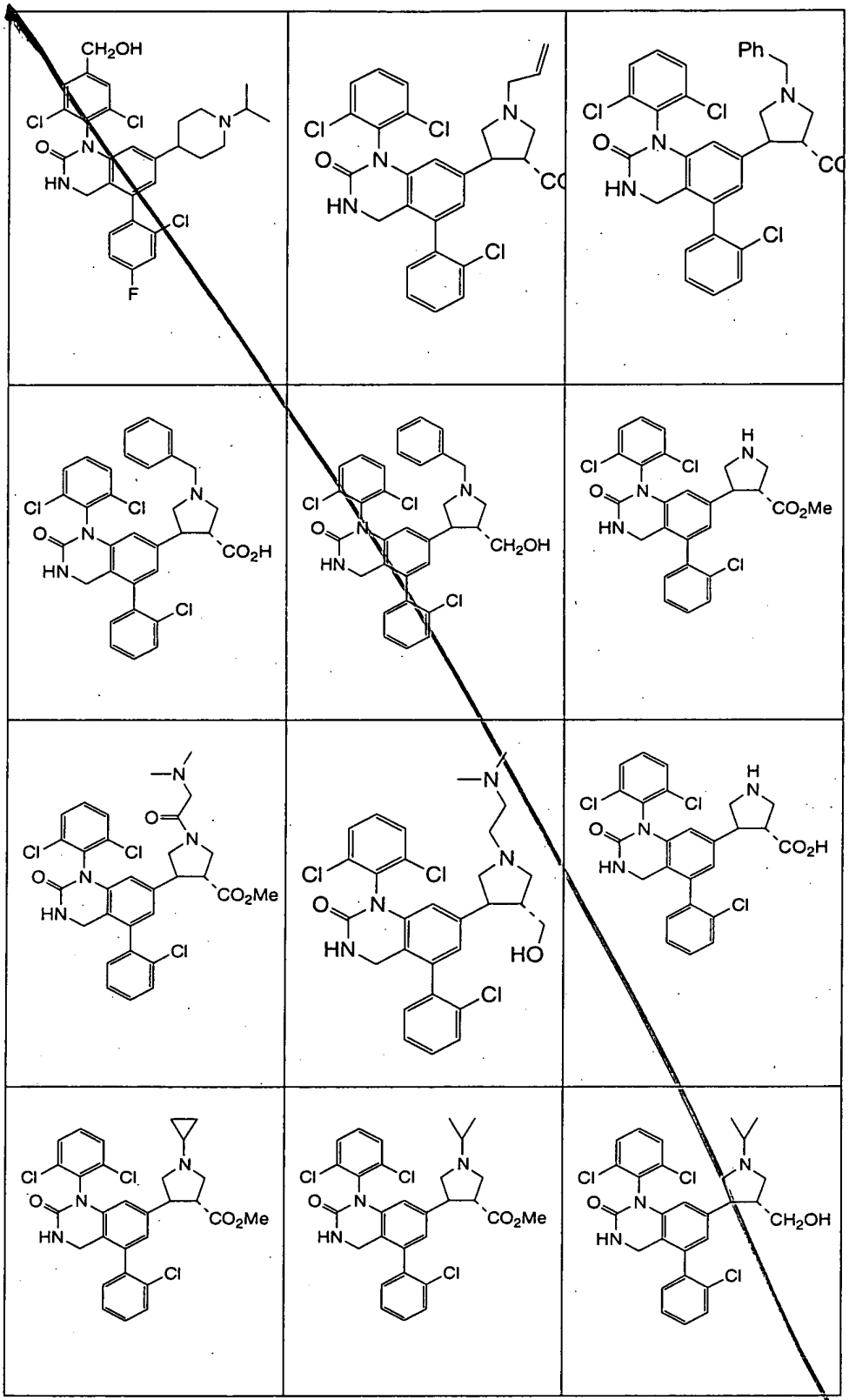
25. The compound according to Claim 2 represented by

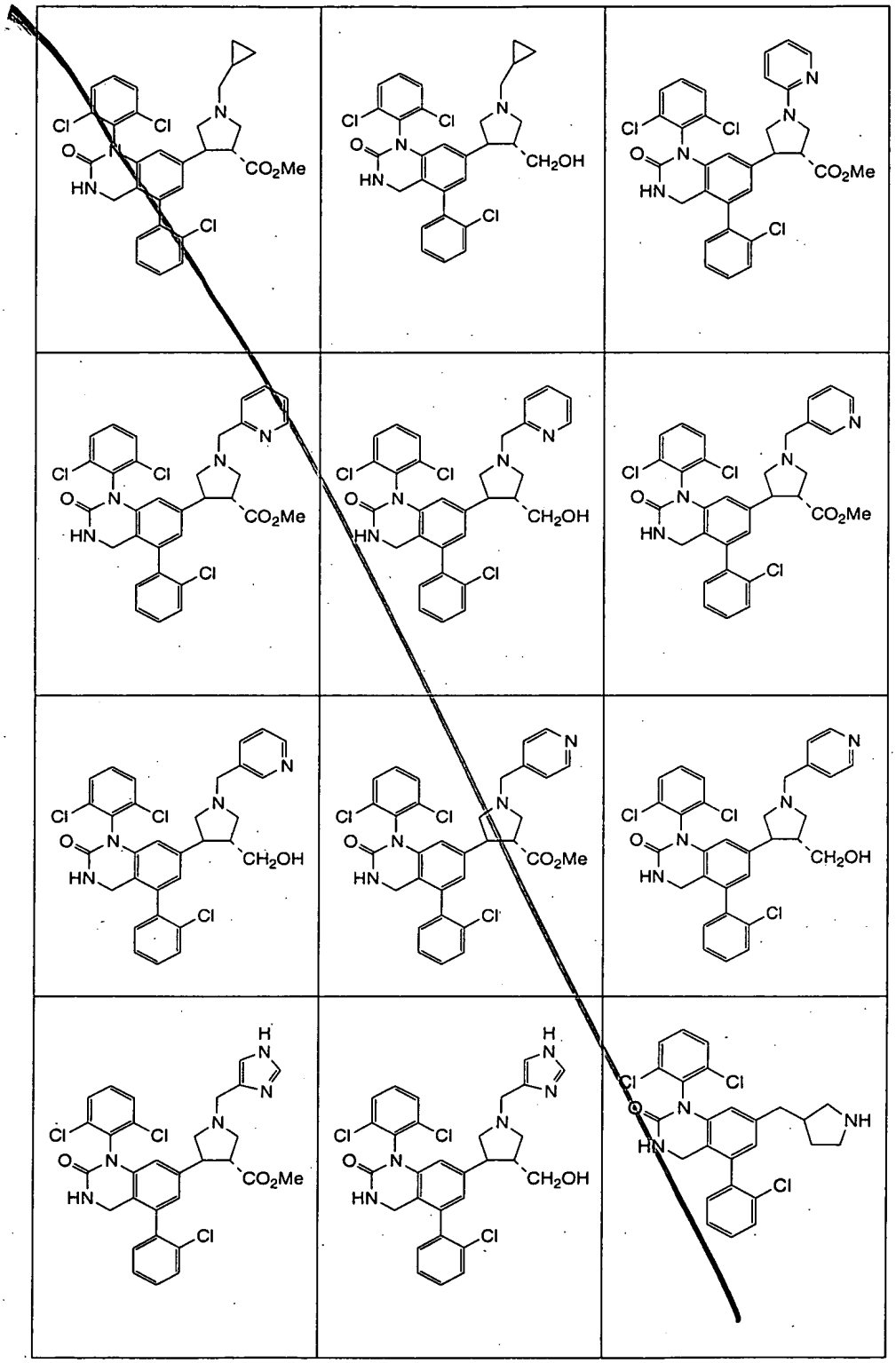


B1 Cont



B' Cont

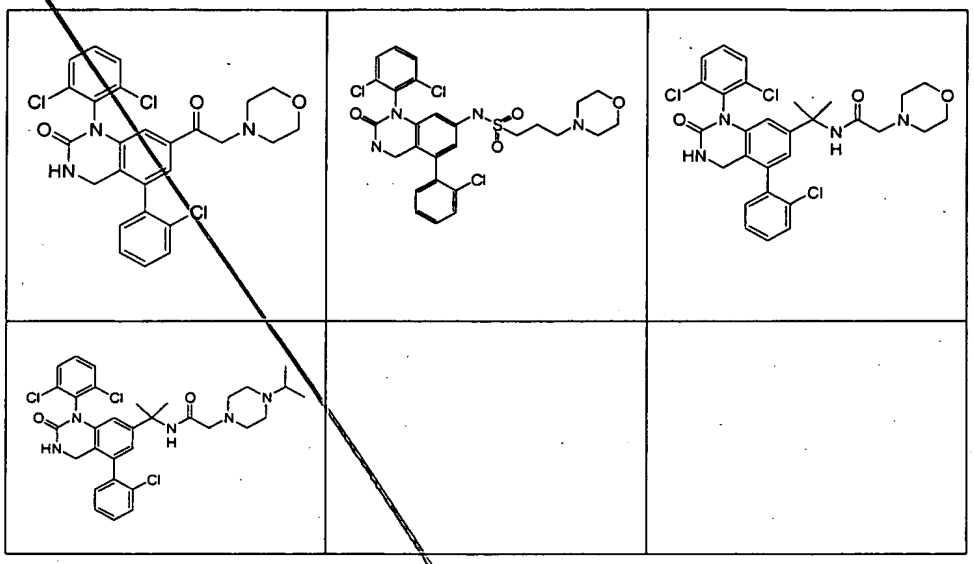




or a pharmaceutically acceptable salt thereof.

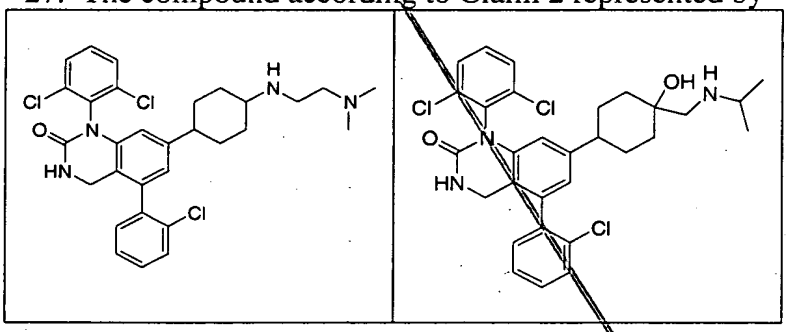
B' Cont

26. The compound according to Claim 2 represented by



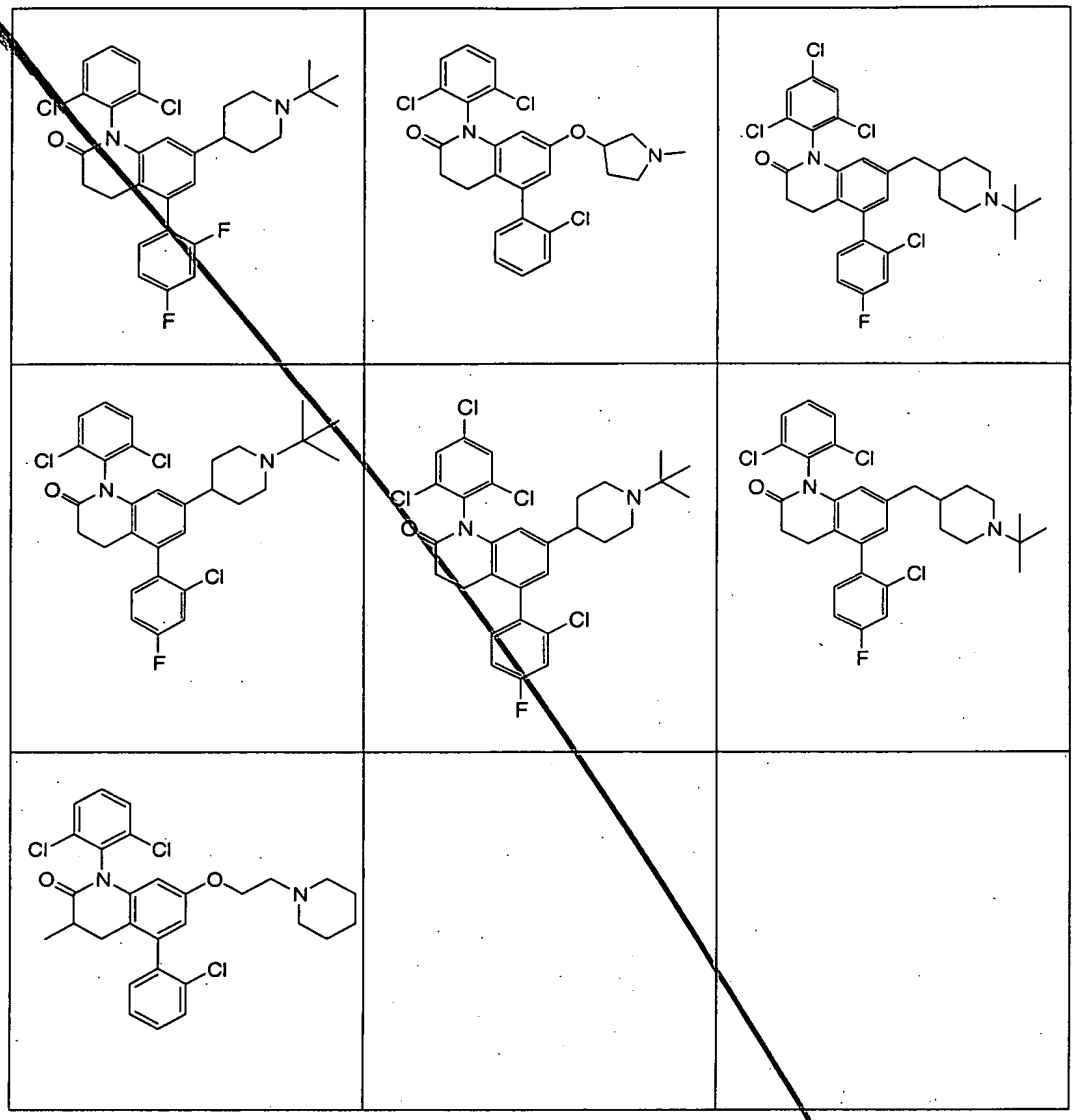
or a pharmaceutically acceptable salt thereof.

27. The compound according to Claim 2 represented by



or a pharmaceutically acceptable salt therof.

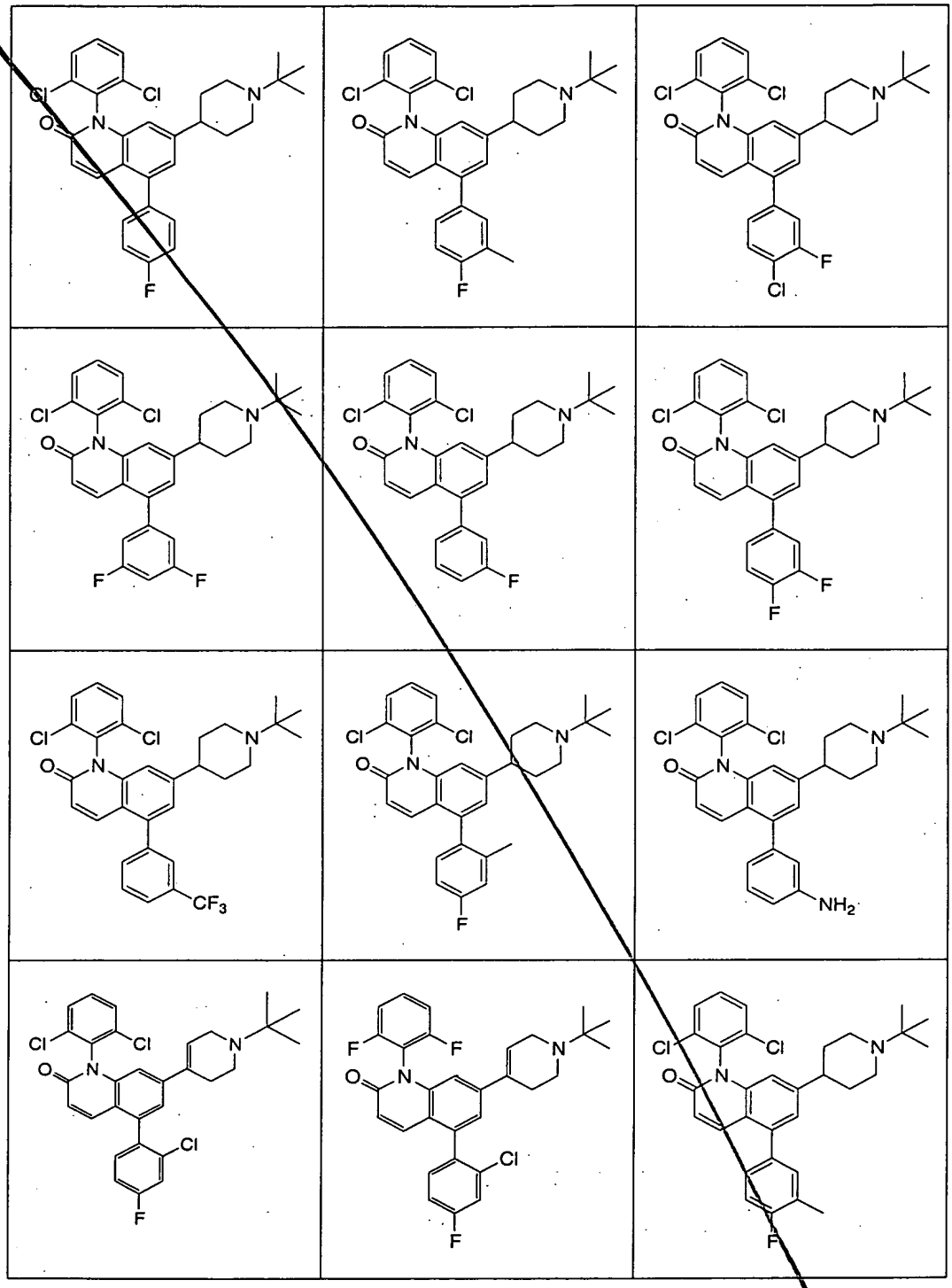
28. The compound according to Claim 14 represented by



or a pharmaceutically acceptable salt thereof.

29. The compound according to Claim 18 represented by

B'. Cont



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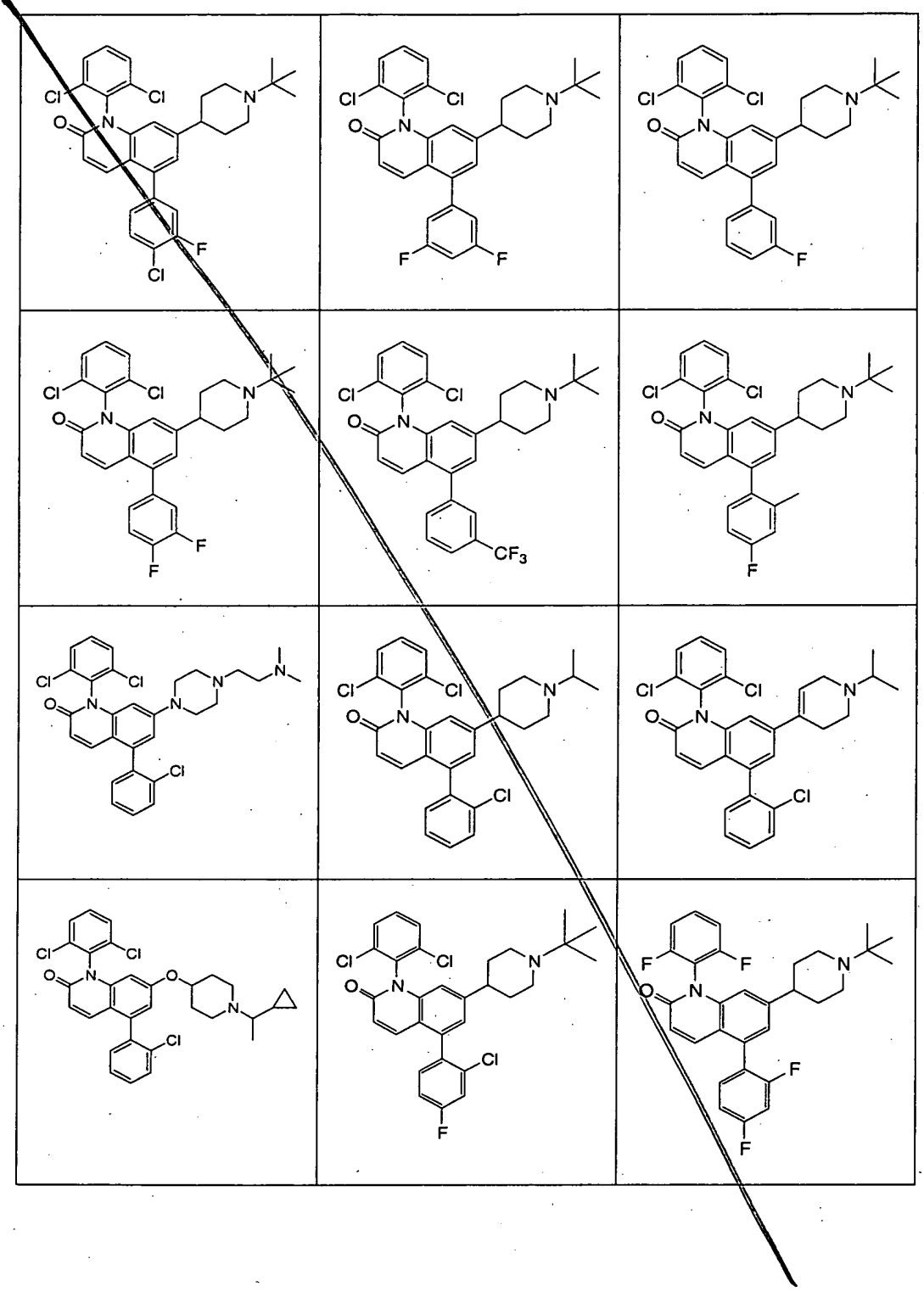
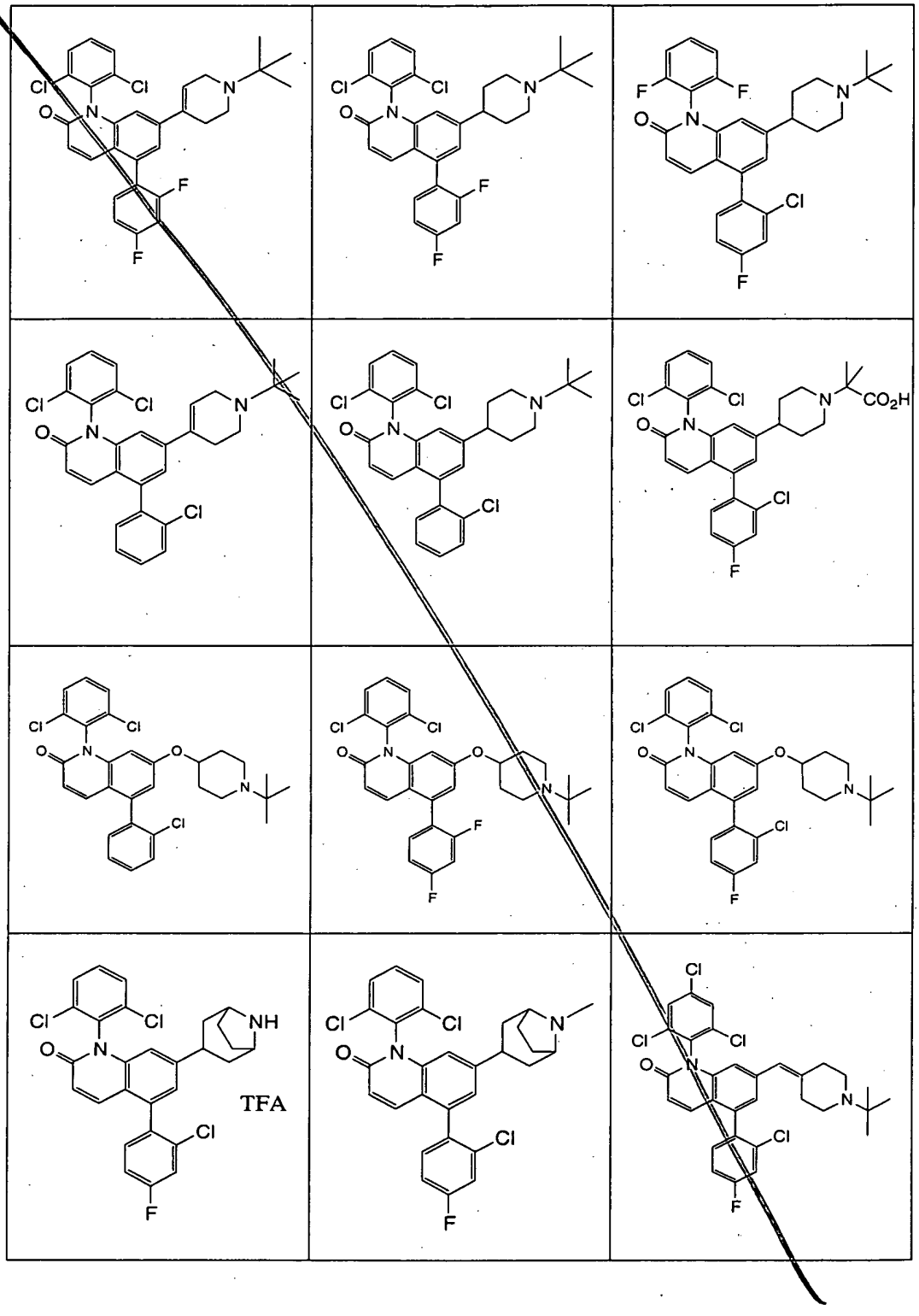
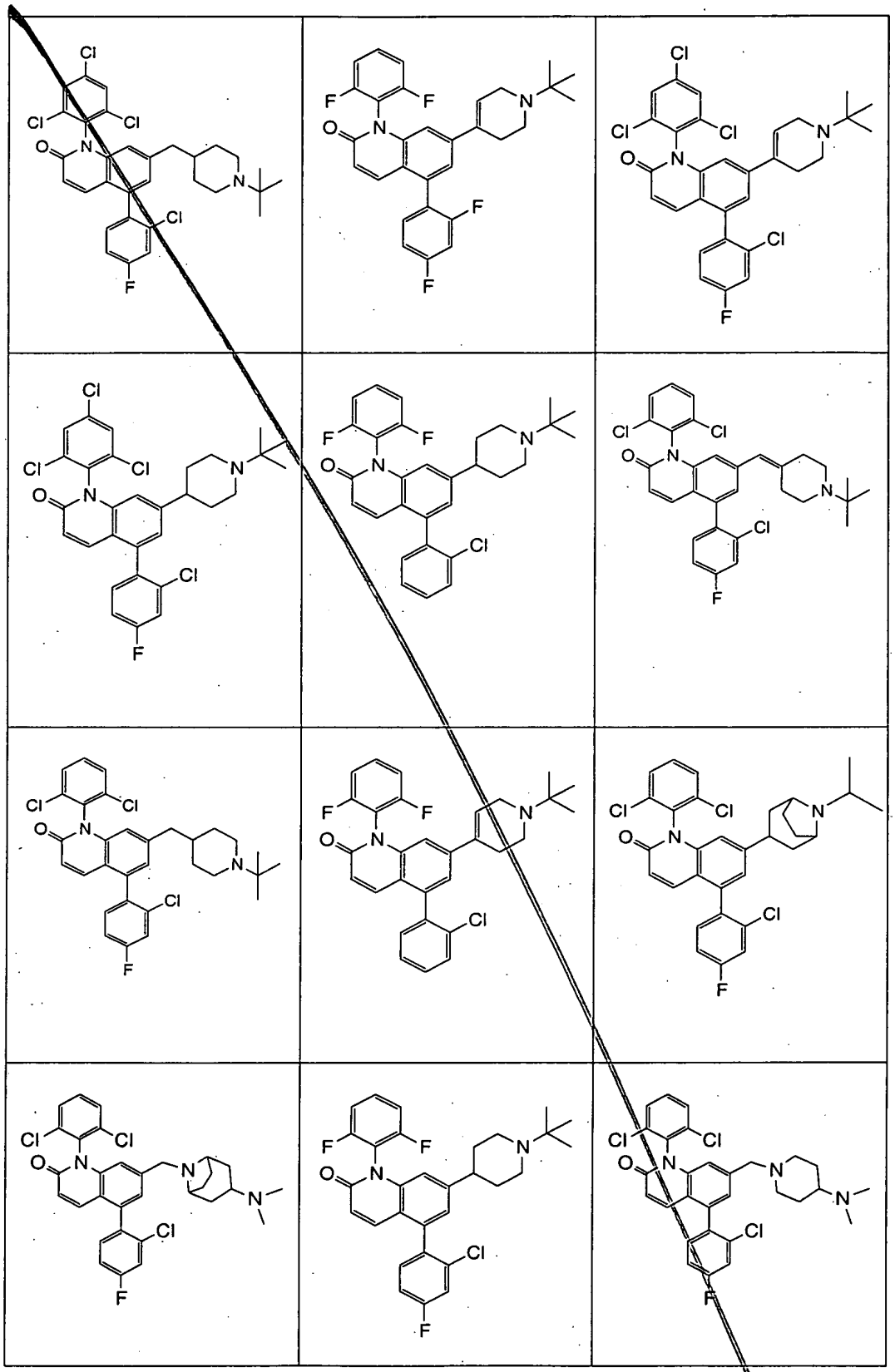
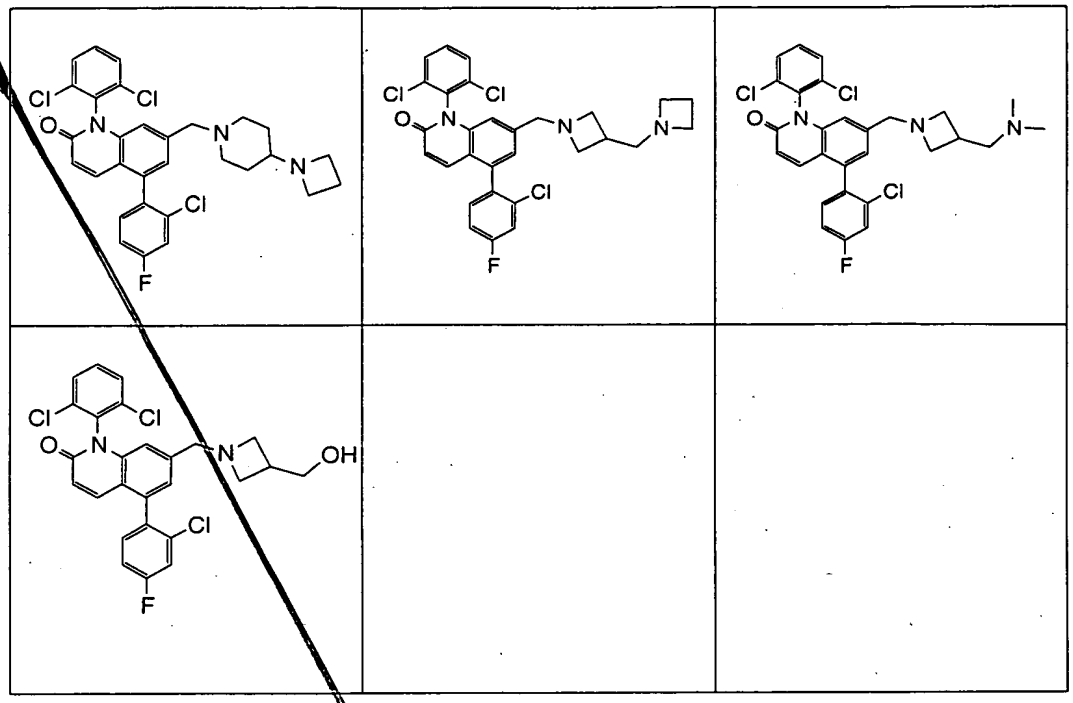



TFA

B' Cont

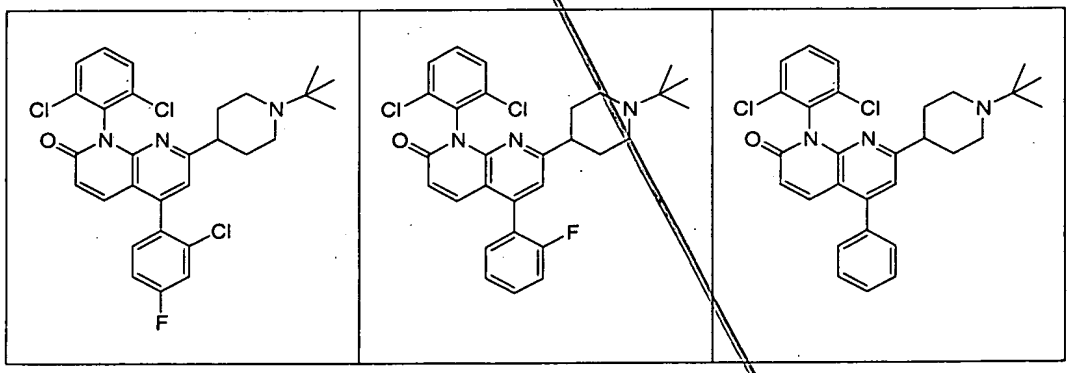




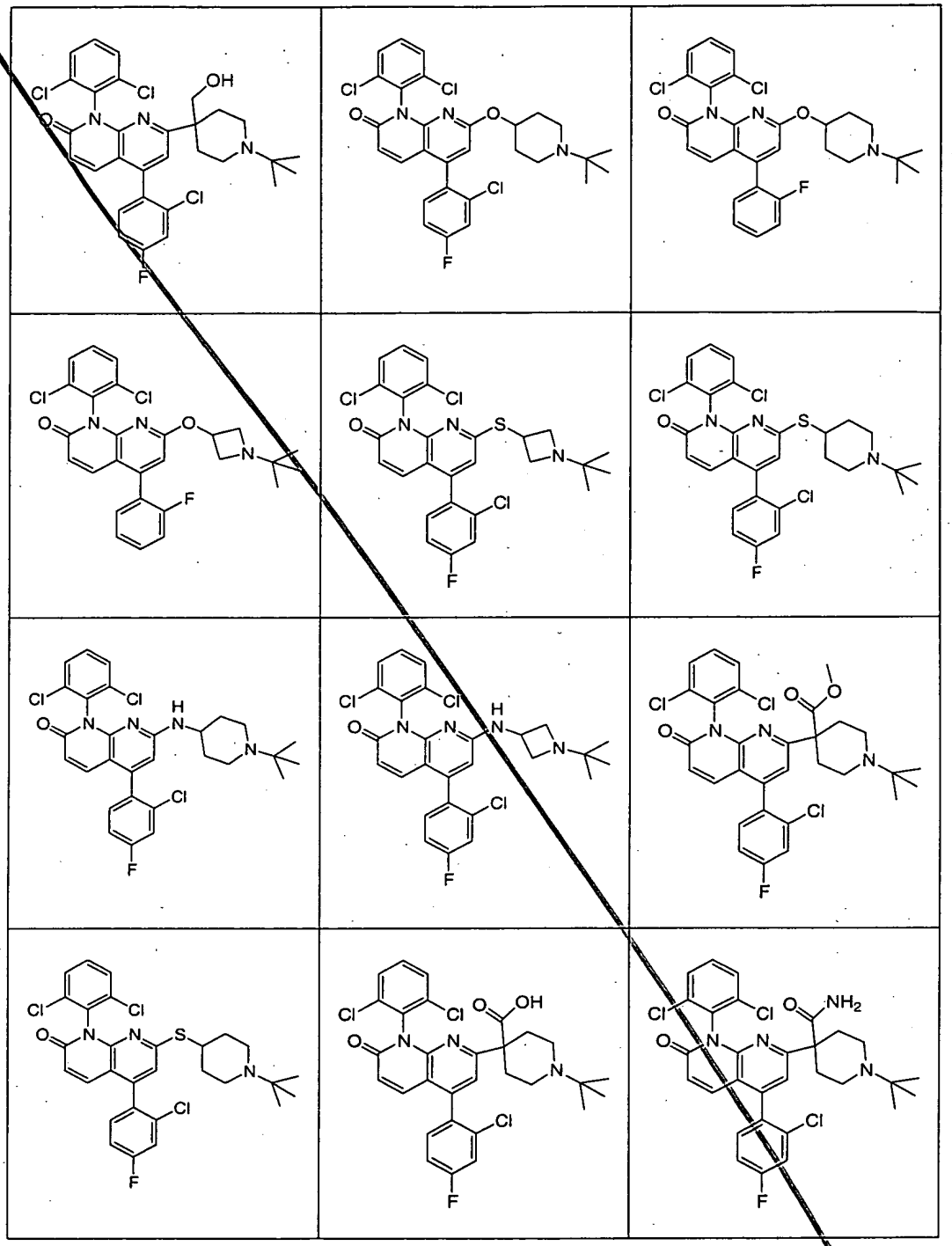
or a pharmaceutically acceptable salt thereof.

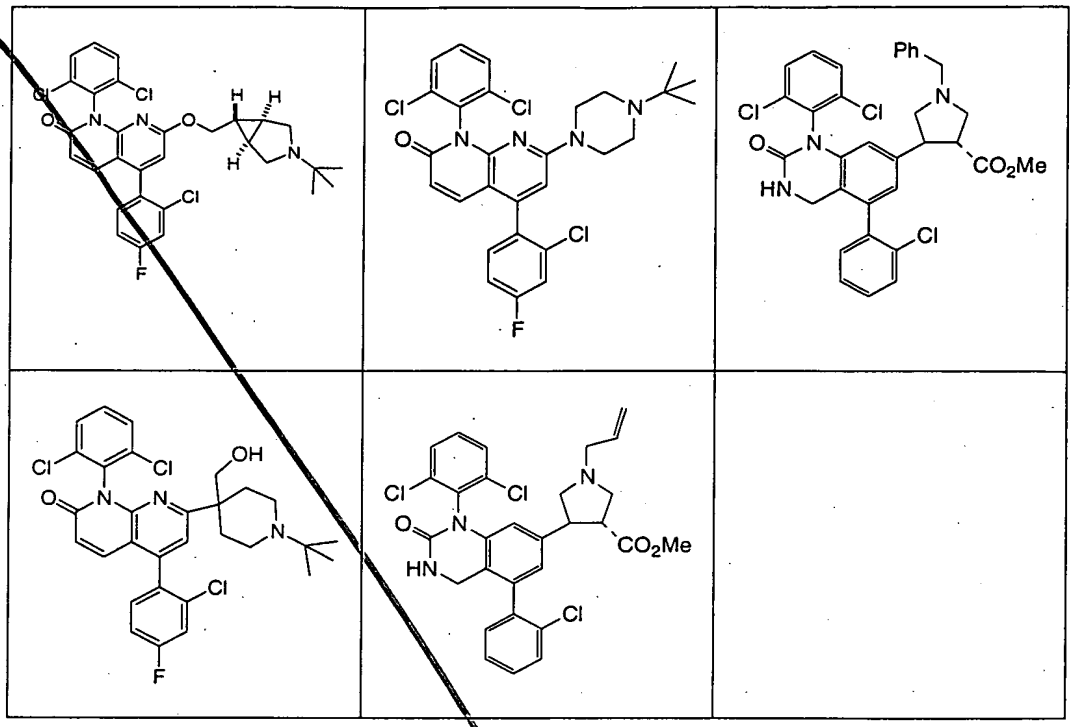
30. The compound according to Claim 1, wherein
A is CH;
D is CH; and
G^1 is N.

31. The compound according to Claim 30 represented by



B' Cont

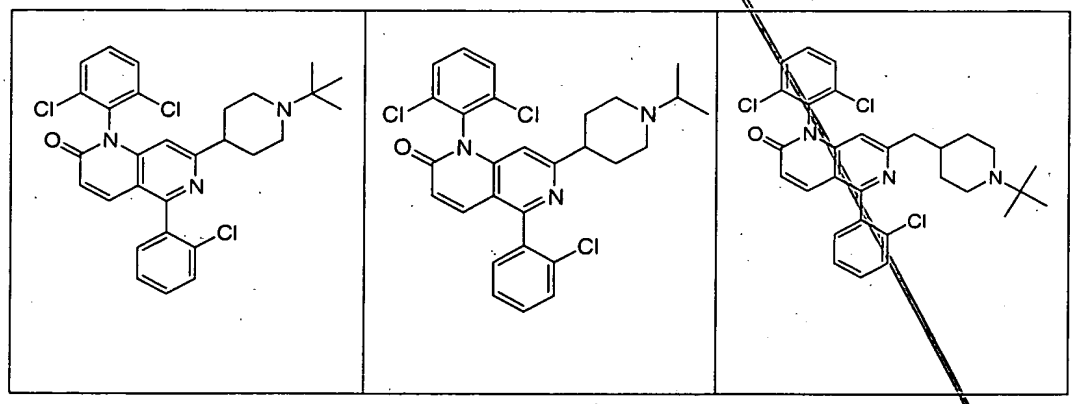




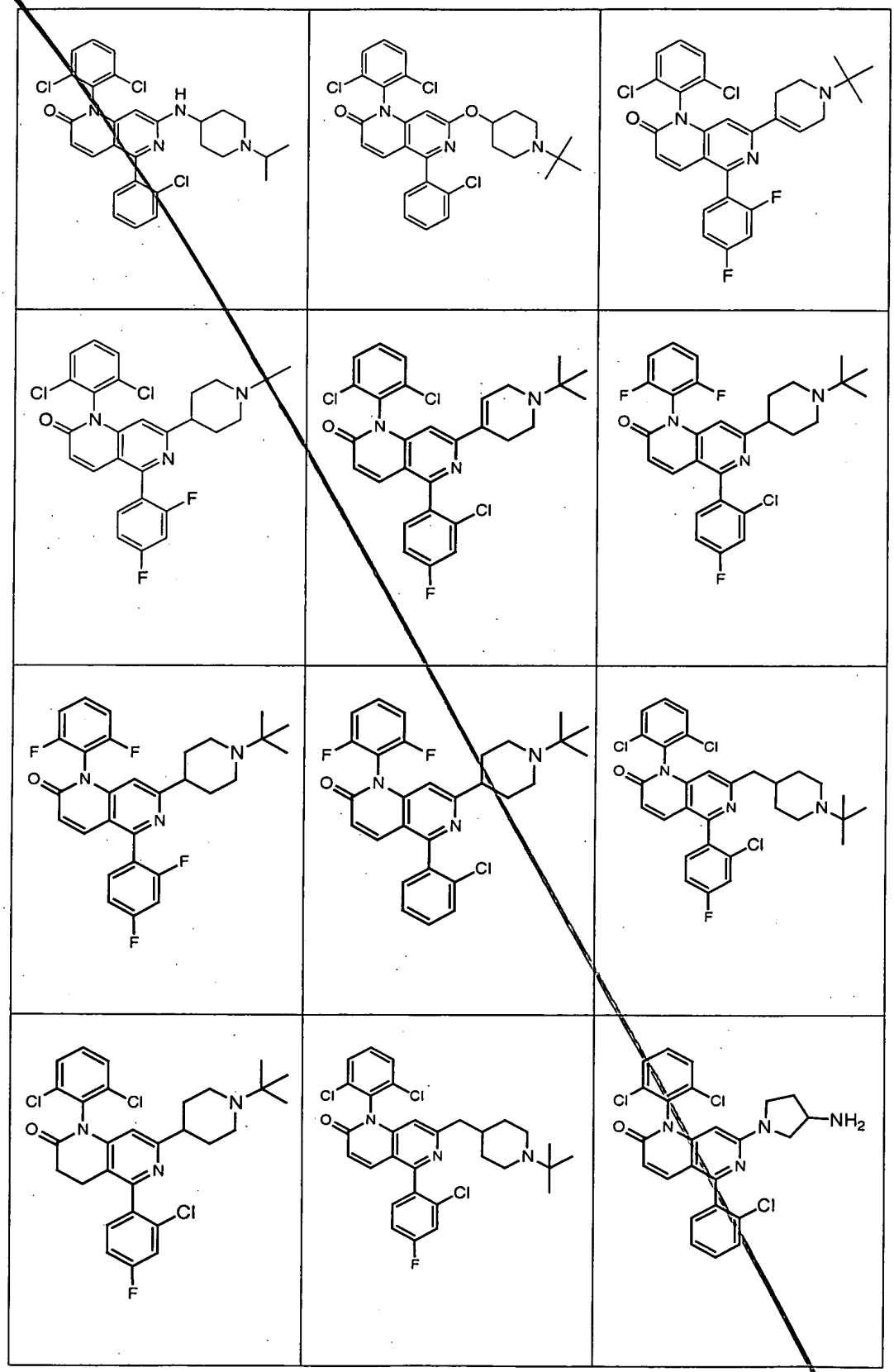
or a pharmaceutically acceptable salt thereof.

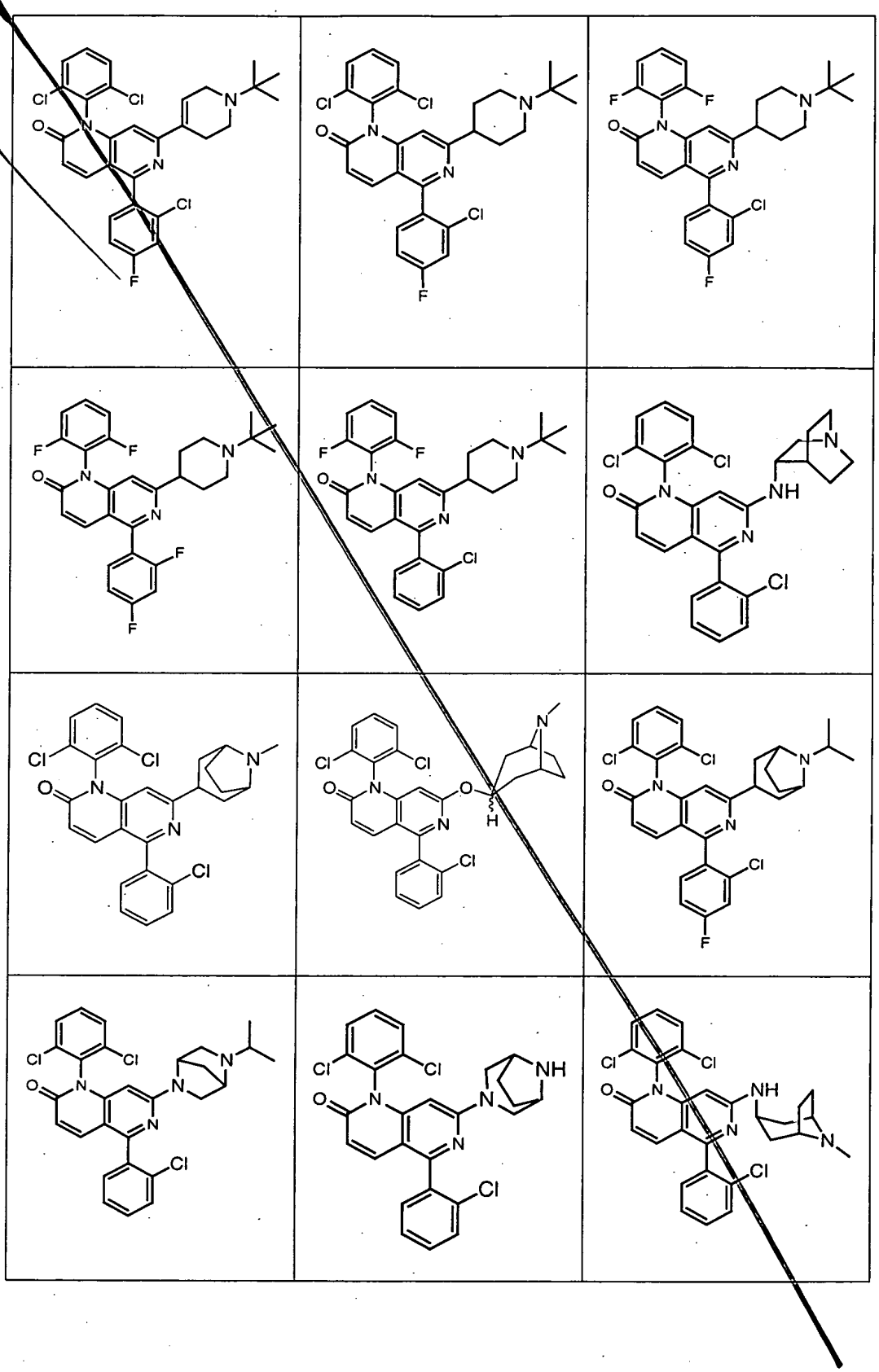
32. The compound according to Claim 1 wherein
A is CH;
D is CH; and
G^2 is N.

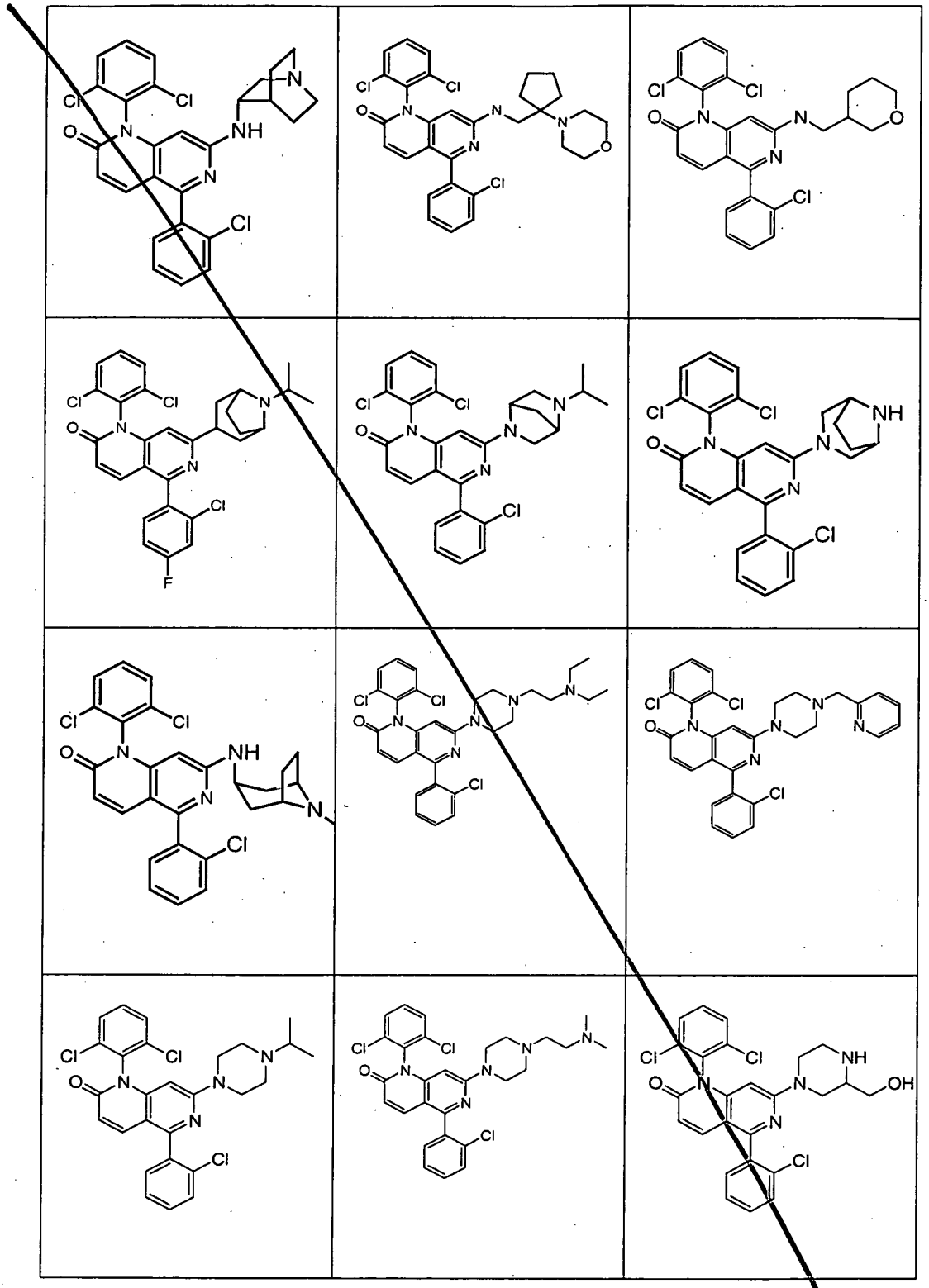
33. The compound according to Claim 32 represented by

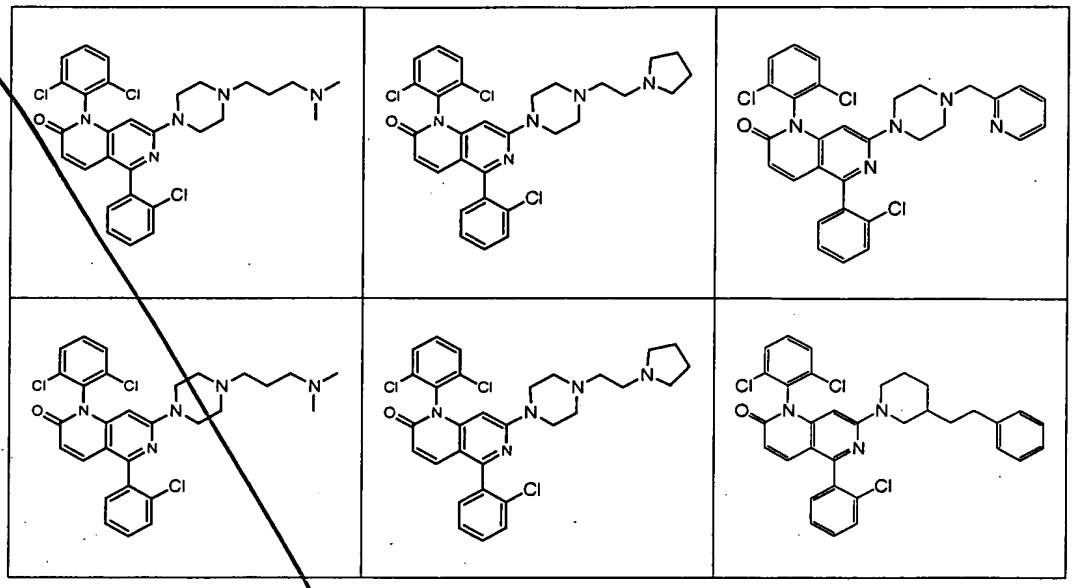


B1 Cont





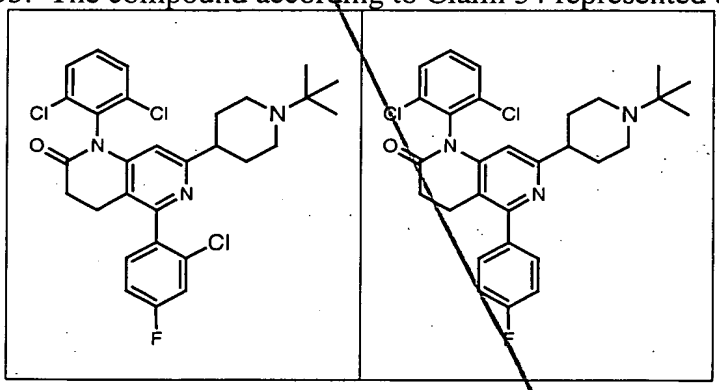




or a pharmaceutically acceptable salt thereof.

34. The compound according to Claim 1 wherein
A is CH_2;
D is CH_2; and
G^2 is N.

35. The compound according to Claim 34 represented by

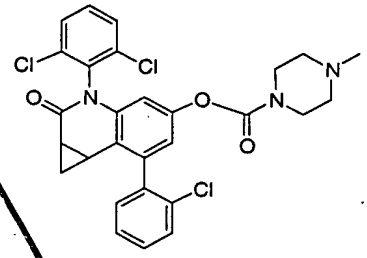


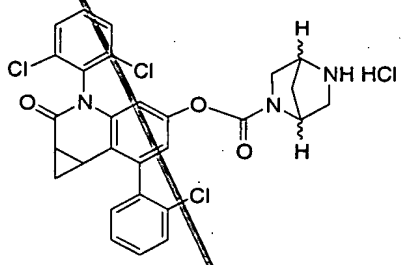
or a pharmaceutical acceptable salt thereof.

36. The compound according to Claim 1 wherein
A is CH;
D is CH; and

A and D are bridged by -C_{1-4}alkyl- to form a fused bicyclo ring with A and D at the bicyclo cusps;

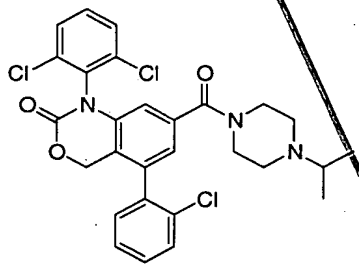
37. The compound according to Claim 36 represented by





or a pharmaceutically acceptable thereof.

38. The compound according to Claim 12 represented by



or a pharmaceutically acceptable thereof.